



**MEMORANDUM**

**&**

**ARTICLES OF ASSOCIATION**

**ARTEFACT PROJECTS LIMITED**



प्रारूप नं० आई० आर०  
Form I. R.

निगमन का प्रमाण-पत्र

**CERTIFICATE OF INCORPORATION**

ता० ..... का सं० .....  
No. 44887 ..... of 1987 .....

मैं एतद्वारा प्रमाणित करता हूँ कि आज .....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है, और यह कम्पनी परिमित है।

I hereby certify that **ARTIFACT LEASING & FINANCE PRIVATE LIMITED** .....

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता० ..... को दिया गया।

Given under my hand at **BOMBAY** this **SIXTH** .....

**OCTOBER** ... One thousand nine hundred and **EIGHTYSEVEN** .....

*(Signature)*

**(V. RADHAKRISHNAN)**

कम्पनियों का रजिस्ट्रार

Add. Registrar of Companies  
Maharashtra



No. 11-44887

**CERTIFICATE OF CHANGE OF NAME  
UNDER THE COMPANIES ACT, 1956.**

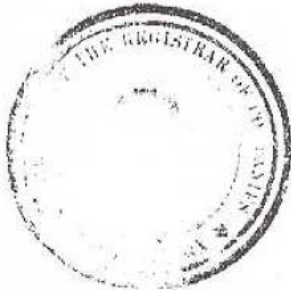
In the matter of ARTEFACT LEASING & FINANCE PRIVATE LIMITED

I do hereby certify that pursuant to the provisions of section 23 of Companies Act, 1956 and the Special Resolution passed under ~~Sec. 31/44~~ by the Company at its ~~Annual~~/Extra-Ordinary General Meeting on the 25<sup>TH</sup> OCTOBER, 1994

the name of "ARTEFACT  
LEASING & FINANCE PRIVATE LIMITED  
has this day been changed to "ARTEFACT LEASING & FINANCE  
LIMITED"

And that the said company has been duly incorporated as a company under the provisions of the said Act.

Dated this TWELFTH day of DECEMBER  
One thousand nine hundred and ninety four.



*G. Srinivasan*  
(G. SRINIVASAN)

REGISTRAR of Companies  
Maharashtra, Bombay.

No. 11-44887

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME**

IN THE OFFICE OF THIS REGISTRAR OF COMPANIES, MAHARASHTRA,  
BOMBAY.

In the matter of ARTEFACT LEASING & FINANCE LIMITED

I hereby approve and signify in writing under Section 21 of the Companies Act, 1956 (Act of 1956) read with the Government of India, Department of Company Affairs, Notification No. G.S.R. 507E dated the 24th June 1985 the change of name of the Company:

from **ARTEFACT LEASING & FINANCE LIMITED**

to **ARTEFACT SOFTWARE & FINANCE LIMITED**

and I hereby certify that **ARTEFACT LEASING & FINANCE LIMITED**

which was originally incorporated on **SIXTH** day of **OCTOBER, 1987** under the Companies Act, 1956 and under the name **ARTEFACT LEASING & FINANCE PRIVATE LIMITED**

having duly ~~passed~~ the necessary resolution in terms of section 21/~~207~~ of the Companies Act, 1956 the name of the said Company is this day changed to **ARTEFACT SOFTWARE & FINANCE LIMITED**

and this certificate is issued pursuant to Section 23(1) of the said Act.

GIVEN UNDER MY HAND AT BOMBAY THIS **THIRTEENTH**  
Day of **DECEMBER** One Thousand nine hundred ninety four.



*G. Srinivasan*  
(G. SRINIVASAN)  
REGISTRAR OF COMPANIES  
MAHARASHTRA, BOMBAY

**GOVERNMENT OF INDIA  
MINISTRY OF COMPANY AFFAIRS**

Maharashtra, Mumbai  
Everest, 100, Marine Drive, Mumbai - 400002, Maharashtra, INDIA

Corporate Identity Number : L58916MH1987PLC044887

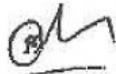
**Fresh Certificate of Incorporation Consequent upon  
Change of Name**

**IN THE MATTER OF M/s ARTEFACT SOFTWARE AND FINANCE LTD**

I hereby certify that ARTEFACT SOFTWARE AND FINANCE LTD which was originally incorporated on SIXTH day of OCTOBER NINETEEN EIGHTY SEVEN under the Companies Act, 1956 (No. 1 of 1956) as ARTEFACT LEASING AND FINANCE PVT LTD having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/05/1985 vide SRN A05626817 dated 26/12/2006 the name of the said company is this day changed to ARTEFACT PROJECTS LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Mumbai this TWENTY SIXTH day of DECEMBER TWO THOUSAND SIX.



  
(MILIND VITTHALRAO CHAKRANARAYAN)

D7, Registrar of Companies  
Maharashtra, Mumbai

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ARTEFACT PROJECTS LIMITED**

- I\*. The name of the Company is ARTEFACT PROJECTS LIMITED.
- II. The Registered Office of the Company will be situated in State of Maharashtra.
- III. The objects for which the Company is established are :

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

1\*\*. To carry on the business of acting as advisors, consultants and Turnkey Project Managers for all Projects, Infrastructure Development, Social infrastructure, Properties, Disinvestments, Industry, Agriculture, Mining, Power, Irrigation, Water Supply, Road Projects, Ports, Airports, Industrial Townships, Parks, Housing, Public Utilities, Cities, Urban Infrastructure, Railways, Medical and Health Care, Education, Information Technology & Project exports and any similar Industrial / Infrastructure projects. The Services would include all aspects relating to administration, finance, organisation, management, purchasing, production, storage, marketing, logistics, publicity, all kinds of technical and engineering, consultancy, architectural services, structural engineering, hydraulics, civil engineering, credit analysis, financial structuring, legal services, Turnkey project management, Engineering Procurement & Construction, whether in India or abroad and to enter into any memorandum of understanding, Joint Venture, Partnership Association, Collaboration or form a separate subsidiary therefor as per the business requirements from time to time.

2\*\*. To carry on business of Construction, development & maintenance as Developers, Builders, Contractors, Sub-contractors, Engineers (Civil, Mechanical, Electrical and otherwise), Town planners, in the field of Transportation, Communication, Infrastructure Development, Social infrastructure, Properties, Industry, Agriculture, Mining, Power, Irrigation, Water Supply, Road Projects, Ports, Airports, Industrial Townships, Parks, Housing, Public Utilities, Cities, Urban Infrastructure, Railways, Medical and health care, Education, Information Technology & Project exports and any similar Industrial / Infrastructure projects. To design, promote, develop, hold, own, transfer, assign, let on hire, lease, convert, construct, execute, carry out, supervise, maintain, improve, work, control, manage, alter, repair, pull down, restore and remodel in any part of India or abroad any works and conveniences or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof and to undertake all works and tasks ancillary or incidental thereto.

3\*\*. To comply with any Statutory regulations or to be eligible to statutory concessions, or for Administrative and Management conveniences or for undertaking any business as a separate activity as Profit Centre, or for any reorganisational or restructuring or Business, or for any strategic alliance, or for any other reason or required from time to time, to carry any existing business or to acquire any business / business for the Company under a separate Division by using such name/nomenclature as is appropriate, or at any time deem fit, to carry the said business or businesses under any other Company or subsidiary, and to make the necessary Investments / Funds available therefor whether by way of Equity, Debt or otherwise. For carrying on all such business under a subsidiary or as a separate company, the company may transfer or acquire the said business alongwith all rights, privileges, Registrations, Empanelments, Licences, Concessions, Advantages, Trade/Business informations, Goodwill, Experiences, Transfer of necessary Assets and Liabilities and such other benefits as are required for the said Company/Subsidiary, to carry out the business in the same manner and strength as is being carried out earlier.

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\* Name change vide Special resolution passed in the Extra – Ordinary General Meeting held on 15-05-2006

\*\* Change of clauses vide Postal Ballot dated 27-08-2007 and results of the same declared on 25-10-2007

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

4. To take part in supervision, organisation or control of the business or operations of any other company, association, firm or persons and to act as agents, selling agents, buying agents, brokers, trustees or other officers and other officers and agents of any such or other company, association, firm or persons, and in connection therewith to appoint and remunerate any directors, accountants, assistants and other officers or experts or agents.

5. To purchase, take on lease or license or in exchange, hire or otherwise any real and/or personal property and any rights or privileges and advantages of any kind whatsoever which the company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the company and, in particular, any land (freehold, leasehold or other tenure), tenements, building, easement, machinery, plant and stock-in-trade and on any such lands to erect buildings, factories, sheds, godowns or other structures for the works and purpose of the company and also for the residence and amenity of its employees, staff and other workmen and erect and install machinery and plant and other equipments deemed necessary or convenient or profitable for the purposes of the company and either to retain any property to be acquired for the purposes of the company's business or to re-sell, mortgage, let on lease or otherwise deal with to turn the same to account as may seem expedient.

6. To erect, build, construct, maintain, alter, extend, enlarge purchase and sell, put down, remove or replace, improve or develop and to work, manage and control building/property of all kinds including chawls, offices, factories, refineries,

furnaces, godowns, ware-houses, shops, roadways, ropeways or other means to transport, sidings, bridges, reservoirs, tanks, water course, water systems, wharves, electrical works, gas works or works operated by any other kind of power and also such other machinery, equipments, conveyances, works and conveniences which may seem calculated directly or indirectly to carry out the objects of the company and to subsidise, contribute to or otherwise assist or take part in doing any of these things and/or to join with any other person or company or with any Government or Governmental authority in doing any of these things.

7. To open current or fixed accounts with any banks, banker, shroff, or merchant and to pay into and draw money from such accounts.

8. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, copy rights, trademarks, formulas, licences, concessions and the like conferring any exclusive or non exclusive or limited right to use, or any secret or other information as to, any invention which may seem capable of being used for any of the purposes of the company, and to use, exercise, develop or grant licences in respect or otherwise turn to account, the property rights or information so acquired.

9. To adopt such means of making known the articles, goods, products, appliances, manufactured or dealt in by or at the disposal of the company as may seem expedient.

10. To appoint managers, brokers, canvassers, agents and other persons and to establish and maintain agencies or branches in any part of India or elsewhere for the purpose of the company and to discharge and to discontinue the same.

11. To expend money on experimenting upon and testing and improving or securing any process or processes, patent or patents or protecting any invention or inventions which the company may acquire or propose to acquire or deal with.

12. To undertake and execute any trusts, the undertaking of which may seem to the company desirable and either gratuitous or otherwise.

13. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension, or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments or any other pecuniary aid to any person who are/or were at any time in the employment or service of the company or of any company which is a subsidiary of the company or is allied to/or associated with the company or with any such subsidiary company or who are or were at any time directors or the officers of the company or of any such other company as aforesaid and the wives, families and dependents of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to the benefit of or to



advance the interests and well-being of the company or of any such other company as aforesaid, and make payments to or towards the insurance of any such persons as aforesaid and to any of the matters aforesaid either along or in conjunction with such other company as aforesaid.

14. To let on lease or on hire purchase systems or to lend or otherwise dispose of any property belonging to the company, and to finance the purchase of any article or articles, whether made by the company or not, by way of loans or by the purchase of any such article or articles, and the letting thereof on the hire-purchase system or otherwise howsoever.

15. To sell, lease, mortgage, grant licences, easements and other rights, over and in any other manner whatsoever, to transfer deal with or dispose of the undertaking, property, assets, rights and effects of the company or any part thereof for consideration as the company may think fit and in particular for Shares, Stocks, Debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of the company.

16. To apply, tender, purchase or otherwise acquire any contracts, sub-contracts, licence and concessions for or in relation to objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.

17. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interests, cooperation, joint ventures or reciprocal concession or for limiting competition, with any individual person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised, to carry on or engage in or which can be carried on in conjunction therewith.

18. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company proposing to carry on any business which this company is authorised to carry on, or possessed of the property or rights, suitable for any of the purposes of the company, or which can be carried on in conjunction therewith and to purchase, acquire, sell and deal in property, shares, stocks, debentures stock of any such person, firm or company and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.

19. To establish or promote or concur or be interested in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose whatsoever and to transfer to any such company and place or guarantee the placing of underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company and to subsidise or otherwise assists any such other company.

20. To acquire, purchase, take over and/or amalgamate business of company which, under existing circumstances, from time to time may conveniently or advantageously be combined with the business of the company to amalgamate with companies whose business are so acquired, purchased or taken over and/or to enter into agreements with the object of acquisition of such undertakings and/or business.

21. To borrow or raise money and discharge any debt or obligation or binding of the company in such manner as may be thought fit, and in particular, by mortgages of the undertaking and all or any of the immovable and movable property (present or future), the uncalled capital of the company or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture-stock, perpetual or otherwise, or other securities of any description subject to the provisions of Section 58A of the Companies Act, 1956 and directives of RBI.

22. To invest the surplus funds of the company, from time to time, in government securities or in other securities as may from time to time be determined by the Directors, and from time to time to sell or vary all such investments and to execute all assignments, transfer, receipts and documents that may be necessary in that behalf.

23. To receive money, securities and valuable of all kinds on deposit at interest or for custody on such terms and conditions as may be expedient subject to the provisions of Section 58A of the Companies Act, 1956 and directives of RBI.

24. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods, machinery, stores or any other property, articles and things required for the purpose of the company upon such terms with or without security as the company may deem expedient.

25. To appoint agents and constitute branches and agencies of the company in India or any part of the world in the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require.

26. To pay for any property or rights acquired by the company either in cash or by the allotment of fully or partly paid up shares of this company with or without preferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or partly in one mode and partly in another and generally on such terms as the company determine.

27. To manage, land, buildings and property both movable and immovable whether belonging to the company or not and to collect rents and income and to supply tenants and occupiers, attendants, servants waiting rooms reading rooms and other conveniences.

28. To develop and turn to account any land acquired by the company or in which it is interested and in particular, by laying on and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and by, planting, paving, draining, farming, cultivating and letting on building lease or buildings agreements and by advancing money to and entering into contracts and arrangement of all kinds with builders and others.

29. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concerns and undertaking and generally of any assets, property or rights.

30. To provide for and furnish or secure to any members or customers of the company or to any subscribers to or purchaser or possessors of any publication of the company, or of any coupon of tickets, issued with any publications of the company, any conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.

31. To give to any officer, servants or employees of the company any share or interest in the profits of the company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary company or not, and for that purpose to enter into arrangements the company may think fit.

32. To train, pay for training in India or abroad of any of the company's employees or any candidates in the interest of or for the furtherance of the company's objects.

33. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, experimental workshops for scientific and technical research and experiments and to undertake and to carry on with a scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical, investigations and inventions by providing, subsidising, endowing of, assisting laboratories, workshops, libraries, meetings, lectures and conferences and by providing for remuneration of scientific or technical professor or teachers and by providing for the award, exhibitions, scholarships, prizes and grant to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist any of the business which the company is authorised to carry on.

34. To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account, or otherwise deal with all or any part of the property and rights of the company.

35. To acquire from any person, firm, or body corporate whether in India or elsewhere, technical information, know-how process, engineering, manufacturing and operating, data, plans, layouts and blueprints useful, for the design, erection and operation of plant required for any of the business of the company and to

acquire any grant or licence and other rights and benefits in the forgoing matter and things.

36. To enter into collaboration agreement to acquire technical know-how and/or any financial assistance and/or to acquire any plant or machinery and/or to manufacture and/or fabricate and/or produce and/or assemble any plant and/or machinery and/or equipment under any such collaboration agreement.

37. To enter into arrangement with any Government Authority, Central, State, Local or foreign or public body, or person or authority or from any private individual that may seem conducive to the company's objects or any of them and to obtain from any such Government, Authority, person or company any concessions, grants, decrees, rights, charters, contracts, licences, powers and privileges, whatsoever which may seem to the company capable of being turned to account, or which the company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business, and to work, develop, carry out, exercise and turn to account the same.

38. To lend and advance or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantee and indemnities.

39. To enter into, make and perform contracts of every kind and description, agreements and arrangements with any person, firm, association, corporation, municipality, country, state, body or Government or colony or dependency thereof.

40. To apply for, promote and obtain any statute, order, regulation, other authorisation or enactment which may seem calculated directly or indirectly to benefit the company and oppose any bills, proceedings or application which may seem calculated directly or indirectly to prejudice the company's interest.

41. To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the company, or which the company shall consider to be preliminary out of the funds of the company.

42. To procure the registration, incorporation or recognition of the company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the company in any foreign country.

43. To obtain any provisions, order, Act of the Government for enabling the company to carry any of its objects into effect or for effecting modification of the company's constitution.

44. To refer to or agree to refer any claims, demands, disputes or any other question by or against the company or in which the company is interested or concerned and whether between the company and the member or members or his or their representatives or between the company and third parties, to arbitration and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

45. To invest and deal with the moneys of the company not immediately required in any manner.

46. To make donations to such persons or institutions and in such cases and either in cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions, objects or for any exhibition or for any public general or other objects.

47. To undertake, carry out, promote and sponsor programmes of promoting the social and economic welfare of the uplift of the people in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through any agency in any other manner. Without prejudice to the generality of the foregoing, "Programme of rural development" shall also include any programme for promoting the social and economic welfare or the uplift of the people in any rural area which is likely to promote and assist rural development, and that the words "rural area" shall include such area as may be regarded as rural area under Section 35 CC of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force and in order to implement any of the above mentioned objects or purposes the company may transfer without consideration or at such fair or concessional value and subject to provisions of the Act divest the ownership of any property of the company or in favour of any Public or Local Body or Authority or Central or State Government or Public institutions or trusts or any other agency devoted to the work of rural development.

48. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economic and for discharging social and moral responsibilities of the company to the Public or any section of the public as also any activity which is likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the company may think fit and the company may in order to implement any of the above mentioned objects or purposes transfer without consideration or at fair or concessional value and subject to the provision of the Act divest the ownership of any property of the company to or in favour of any public or local body or Authority or Central or State Government or any Public institutions or Trusts or any other agency devoted to the work of rural development.

49. Without prejudice to generality of the foregoing, to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organising lectures, conferences or seminars, work-shops, training programmes, likely to advance the aforesaid objects or for giving merits awards, scholarships, loans or any other assistance to institutes, deserving students or academic pursuits or researchers and for establishing, conducting, assisting any institution, fund, trust, having any one of the aforesaid objects as one of its objects.

50. To insure the whole or any of the property of the company either fully or partially to protect and indemnify the company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify and part or portion thereof, either on mutual principal or otherwise.

51. To acquire any shares, stock, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, gift, exchange or otherwise, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription there of, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

52. To pay all preliminary expenses of any company promoted by the company or any company in which the company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the company.

53&54. To transact or carry on all kinds of agency business and in particular in relation of the investment of money, the sale or property and the collection and receipt of money.

55. To acquire and hold by way of investment or re-sell and to let on hire- purchase, lease, rent, any metals, bullion, gold, silver articles, diamonds, precious stones, ornaments and jewellery and painting and coins and manuscripts and objects of art and to pay for the same either in cash or otherwise.

56. To carry on any business or branch of business which this company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company for guaranteeing its liabilities or to make any other arrangements, which may seem desirable with reference to any other business or branch so carried on including power at any time either temporally or permanently to close any such business or branch and/or to appoint directors or managers of any such subsidiary company.

57. To take or concur in taking all such steps and proceeding as may seem best calculated to uphold and support the credit of the company and to obtain and

justify public confidence and to avert or minimise financial disturbances which might affect the company.

58. To subsidise, assist and guarantee the payment of the money, by or the performance of any contract, engagement or obligation by any person or companies and in particular customers of the company or any person or companies, with whom the company may have business relations.

59. Subject to the provisions of the Companies Act, 1956 to the vest any real or personal property, rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.

60. Subject to the provisions of the Companies Act, 1956 or any law for the time being in force, to distribute in specie or otherwise as may be resolved any property or assets of the company or any proceeds of sale or disposal of any property or assets of the company including the shares, debentures, or other securities of any other company formed to take over the whole or any part of the assets or liability of the company in the event of winding up.

61. To sell any patent, right or privileges belonging to the company or which may be acquired by it to let, or any interest in the same and to grant licences for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the company may be interested, and to do all acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the company may be interested.

62. The company may, at any time, invite and receive or without any such invitation receive any gifts of immovable or movable property and offerings or voluntary donations or bequests and legacies either from the shareholder or from any other person for all or any of the objects of the company with or without any special conditions provided such receipts or the conditions attached are not inconsistent with or derogatory to any of the objects of the company subject to any such conditions as aforesaid, all such gifts, donations, grants, offerings, legacies and bequests including lands, buildings and other immovable properties shall be treated as forming part of the properties of the company and to be applied accordingly. The Directors shall in their absolute discretion be entitled to decide whether they shall invite or accept any such gifts, donation, grant, offerings legacy or bequest and they shall be at liberty to refuse any of them without giving any reason for such refusal.

63. To do the above things as principals, agents, brokers, trustees, contractors, or otherwise and either by or through agents, brokers sub-contractors, trustees of or otherwise and either alone or in conjunction with other and to do all such things as are incidental or conducive to the attainment of the above objects.

63A. To open overseas office and branches for mobilising business and funds from Non-Resident Indian, Overseas body corporates and others, and for these purpose to obtain permissions, approvals and registrations with RBI, Government, and such authorities and bodies like securities and Exchange Board of India, Stock Exchanges, over the counter Exchange of India, National Stock Exchange, for the same.

(C) OTHER OBJECTS :

64. To carry on business of travel agency and to act as tourist agents and contractors, and to facilitate travellings and to provide for tourist and travellers or promote the provisions of conveniences of all tourists.

65. To carry on business as proprietors and publishers of newspapers, journals, magazines, books and other literary work and undertakings.

66. To carry on all or any of the business of printers, stationers, lithographers, type founders, stereotypers, photographic printers, photolithographers, chrome-lithographers, engravers, dye-sinkers, book-binders, designers, draughtsmen, paper and ink manufacturers, booksellers, publishers, advertising agents, engineers and dealers in or manufacturers of any other articles or things or any of them or concerned therewith.

67. To carry on the business as timber merchants, sawmill proprietors, furnishers, and buy, sell, grow and prepare for market, manipulate, import, export and deal in timber of all kinds and to manufacture and deal in articles of furniture of all kinds.

68. To carry on the business as forwarding agents, freight contractors, public carriers and owners of motors, lorries, trucks, vessels, boats, steam launches, planes, taxies, barges, and to act as warehousemen, wharfhousemen and otherwise as carriers by land, air and water.

69. To deal and/or to make ready and/or forward contracts in shares, grain, cotton, oil, oilseeds, gold, silver, linseed, cottonseed, jute, hessians and gunnies, hoofs and any other commodities and articles.

70. To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, commercial, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical accountancy, quality control and data processing.

71. To carry on all or any of the businesses of manufacturers, installers, maintainers, repairers of and dealers in electrical and electronic appliances and apparatus of every description and of the and in radio, television and telecommunication requisites and suppliers and electrical and electronic apparatus, appliances, equipment and stores of all kinds.



72. To purchase, hold, take on lease or exchange, take on mortgage and give on mortgage, hire or otherwise acquire or hold and deal in any moveable or immovable property including lands, buildings, houses, flats, bungalows, shops, offices, godowns, patents, licences and any rights, interests and privileges therein and to develop and turn them to account or let them out on rent.

73. To carry on all or any of the business of guaranteeing the performance of any contract or obligation of any company, firm or persons and of guaranteeing the payment and repayment of the capital and principal of dividend, interest or premium payable on any stock, shares and securities, debentures, debenture-stock, mortgage loan other securities, issued by any company, corporation, firm or persons, including (without prejudice to the said generality) bank over drafts, bills of exchange and promissory notes and generally of giving guarantees and indemnities and guaranteeing the fidelity of persons filling situations of trust of confidence or due performance of duties.

74. To establish and carry on business as real estate developers, property owners, builders, estate agents, lessors, lessees, licensors, licensees, building constructors on job work or works contract basis or otherwise and purchasers, vendors and dealers in real estate, lands, buildings, structures, immovable properties or any interests in immovable properties, with or without construction in developed semi developed or under-developer or under-developed state.

75. To lease and sub-lease and/or give on lease and licence terms or any other arrangements the premises owned, purchased, constructed or otherwise acquired, or any portion or portions thereof with or without buildings and structures thereon to any persons, firm, company or co-operative society.

76. To carry on the business of iron-founders, mechanical engineers, Manufacturers of machinery and implements of all kinds, tool makers, brass founders, metal-workers, boiler-makers, mill-wrights, iron and steel converters, smiths, and to buy, sell, manufacture, repair, convert, alter, let or hire and deal in implements, machinery, rolling stock and hardware of all kinds.

77. To carry on all or any of the business of manufacturers, drawers, rollers, repairs, converters, smelters, makers, exporters, importers, agents, stockists, owners, miners, brokers, traders and dealers of an in iron, steel, alloy steel, all ferrous and non-ferrous metals, castings, sponge iron, scrap, billets, rods, wires, pipes, tubes, bars, structural, angles, plates, hopps, strips brass, copper, aluminum stainless steel and other metals, zinc and its by-products, engineering, industrial and consumer products and goods, machines, agricultural and industrial tools, equipments and accessories, and all raw materials, machinery and stores, required in connection therewith.

78. To manufacture, assemble, prepare, export, import, trade, and deal in Railway materials, track fittings, signalling and interlocking equipments and fittings,

wagons, coaches and carriage, carriage components and fittings, agricultural implements and accessories, structural materials of all kinds, bolts, nuts, washers, screws, materials, steel and metal furnitures and containers, ferrous and non-ferrous metal, telephones, telegraphs and electronic equipments, material and appliances and all machineries, stores, tools raw materials required in connection therewith and all its finished and semi-finished products, by-products and scraps.

79. To manufacture, get manufactured from others, sell, exchange various items of S.F. iron, Malleable Iron casting, Greasy Iron casting, Iron and Steel castings of all kinds of Automobile parts, Electrical Stores and iron and Steel castings required by various industries.

80. To carry on the business of issue Hose, Registrars and Share transfer Agents, Merchant Bankers, Under writers and sub-underwriters, Securities brokers, Foreign Exchange dealers, Securities dealers, sub-brokers, Investment advisors, Portfolio managers, Mutual Funds, Issue mangers, Fund Managers, Corporate advisors, Managers, Consultants or advisors to the issue, scrutiny and forex Risk Management.

81. To act as financial consultants, management consultants, and provide advice, services, consultancy in various fields including general, administrative, secretariat, commercial, financial, legal, economic, labour, industrial, pubic relations, scientific, technical direct and indirect taxation and other levies, statistical, accountancy, quality control, computer education, EDP Processing, data processing and foreign exchange services including loan syndications for domestic and international borrowings and factoring services.

82. To receive money on deposit at interest or otherwise from Indian entities and non resident Indians, overseas body corporates and other and to lend money on any terms that may be though fit and particularly to customers or other persons or corporations having dealings with company. The company may carry on any business of banking and insurance company, subject to approvals of Government,, RBI and other required bodies/authorities.

83. To carry on the business and to act as 'Investors Guidance Centre', to act on behalf of other company and/or Share Transfer Agents to service their share holders/clients of the designated regions with regards to shares transfers, Investments, advises, dividends, bonus, rights and such other related matters and to do all such acts and things which are related and/or incidental to the carrying on of the said business.

84. To carry on the business of housing finance company and to provide finance for construction, purchase, leasing and letting of housing facilities for residential commercial or other purposes and to do all incidental and allied activities of a housing finance company, including real Estate development business.

85. To engage in India or elsewhere with or without collaboration in the business and activities of manufacture, producer, processors, formulators, converters,

buyers, sellers, resellers, importers, exporters, distributors, developers, designers to or in relation to the software, hardware computer electronics technology and information technology in the field of all types of industries by company or any of its division.

86\*. To carry on the business of financing, leasing, letting on hire, hire purchase or easy payment system household and office furniture, domestic or business appliances, computers, tabulators, addressing machines, and other sophisticated office machinery, Installation fitting, machinery, motor cars, taxi cabs, automobiles, tram cars, motor lorries, tractors, earth-moving machinery, wagons, cycles, bicycles, coaches, garages and all other vehicles drawn by motor, steam oil, petroleum, electricity or any mechanical or other power or device, agricultural implements and machinery air-ships, aeroplanes, cranes, ships and helicopters, tools, plants, implements, utensils, apparatus and requisites and accessories, furniture, wireless and television, receivers, telephones, telex, teleprinters or other apparatus, ships, dredgers, barges and containers and to carry on the business of hire purchase of movable properties of any kind, including machinery, plant of all kinds in finance the sale of furniture, apparatus, mechanical materials, goods and articles, to hire out or sell any of the same on hire purchase system, may carry on any business of banking and insurance company, subject to approvals of Government, RBI and other required bodies / authorities, Electronic technology and information technology in the field of all types of industries by company or any of its division.

87\*. To carry on the business of investment company and to buy, underwrite, invest, acquire and hold shares, stocks, debentures, debentures stocks, bonds, notes, delegations and securities issued or guaranteed by any company or body corporate and debentures, debenture stocks, bonds, obligations, savings certificates and securities issued or guarantees by any State or Central Government, public body or authority, municipal local or otherwise, whether in India or elsewhere.

88\*. To finance industrial enterprises and to promote companies engaged in industrial and trading business.

\* Shifting and insertion of clauses vide Postal Ballot dated 27-08-2007 and results of the same declared on 25-10-2007

AND IT IS HEREBY DECLARED THAT :

(I) The objects incidental or ancillary to the attainment to the main objects of the company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the company herein mentioned.

(II) The word “company” (save when used with reference to this company) in this memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not and wherever domiciled.

(III) The objects set forth in each of the several clauses of paragraph III shall have the widest possible construction and shall extend to all parts of the world and the

objects set forth in an clause of subclause/paragraphs shall, subject to the provision of the Companies act, 1956 be independent and shall, in no way, be limited or restricted by reference to or inference from the terms of the clauses of subparagraph A or by the name of the company.

(IV) Nothing in this Paragraph shall authorise the company to do any business which may fall within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.

IV. The liability of the Members is limited.

V\*\*. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each. The company has power, from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the articles of Association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may, for the time being permitted by the Articles of Associations of the company or the legislative provisions for the time in force in that behalf.

\*\* Increase of Authorised Capital from Rs. 4,50,00,000/- to Rs. 10,00,00,000/- vide Special Resolution passed in Extra Ordinary General Meeting held on 15-05-2006

We the undersigned several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the **MEMORANDUM OF ASSOCIATION** and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names :

Sr. No	Names, addresses, descriptions and occupations of subscribers	No. of equity Shares taken	Signature of Subscriber	Signature of the Witness, his Address, Description & Occupation
1.	<p><b>SMT. SUSHILABEN B. SHAN</b>  W/O. SHRI B.S. SANGHANI  JOSHIWADI,  DR. MUNJE MARG,  SITABULDI,  NAGPUR.  <b>BUSINESS</b></p>	<p>10 (TEN)  EQUITY  SHARES</p>	<p>SD/-</p>	<p>SD/-  <b>SANDEEP BATTA</b>  <b>CHARTERED ACCOUNTANT</b>  C/O. SHAH &amp; BATTA,  JOSHIWADI, DR. MUNJE ROAD,  SITABULDI, NAGPUR – 440 012.</p>
2.	<p><b>MR. PANKAJ B. SHAH</b>  S/O. SHRI B.S. SANGHANI  JOSHIWADI,  DR. MUNJE MARG,  SITABULDI,  NAGPUR.  <b>BUSINESS</b></p>	<p>10 (TEN)  EQUITY  SHARES</p>	<p>SD/-</p>	

**NAGPUR** dated this **3rd** day of **September, 1987**

**THE COMPANIES ACT, 1956  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF**

**ARTEFACT PROJECTS LIMITED**

Table “A” not to apply but company to be governed by these Articles

1. No regulations in Table ‘A’ in the First Schedule to the Companies Act, 1956, or the Schedule to any previous Companies Act, shall apply to this Company, but the regulations for the management of the Company and for the observance of the members thereof and their representatives, shall subject to any exercise of the statutory powers by the Company with reference to the repeal or alteration of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 1956, be such as are contained in these Articles.

**INTERPRETATION**

**Interpretation**

2. In the interpretation of these Articles the following expressions shall have following meanings, unless repugnant to the subject or context :

**The Act**

“The Act” - means the Companies Act, 1956, (Central Act of 1956) or any statutory modification or re-enactment thereof for the time being of the Company.

**Auditors**

“Auditors” - means and includes those persons appointed as such for the time being of the Company.

**Board or Board of Directors**

“Boards” or “Board of Director” - means a meeting of the Directors or a committee thereof duly called and constituted, or as the case may be, the Directors assembled at a Board or the requisite number of Directors entitled to pass a Circular Resolution in accordance with these Articles, or acting by Circular Resolution under these Articles.

**Bye-laws**

“Bye-laws” means the Bye-laws which may be made by the Board of Directors of the Company under these Articles and which may for the time being be in force.

**Capital**

“Capital” means the Capital for the time being raised or authorised to be raised for the purposes of the Company.

Chairman

“Chairman” means the Chairman of the Board of Directors for the time being of the Company.

The Company or this Company

\* “The Company” or “this Company” - means ARTEFACT PROJECTS LIMITED.

\* Name change vide Special resolution passed in the Extra – Ordinary General Meeting held on 15-05-2006

Debenture

“Debenture” includes Debenture Stock.

Directors

“Directors” - means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board, or acting under a Circular Resolution under the Articles.

Dividend

“Dividend” - includes bonus.

Documents

“Documents” - including summons, notice, requisition other legal process and registers, whether issued, sent or kept in pursuance of this or any other Act or otherwise.

Executor or Administrator

“Executor” or “Administrator” - means a person who has obtained probate or letter of administration as the case may be from a competent Court.

In writing and written

“In Writing” and “written” - include printing, lithography and other modes of representing or reproducing words in a visible form.

Marginal Notes

The marginal notes hereto shall not effect the construction hereof.

Members

“Member” - means the duly registered holders, from time to time of the shares of the Company and includes the subscribers of the Memorandum of the Company.

General Meeting

“General Meeting” - means a general meeting of the members.

Annual General Meeting

“Annual General Meeting” - means a general meeting of the members held in accordance with the provisions of Section 166 of the Act.

Extraordinary General Meeting

“Extra-ordinary General Meeting” - means an extraordinary general meeting of the members duly called and constituted and any adjourned holding thereof.

Month

“Month” - means a calendar month.

Office

“Office” - means the registered office for the time being of the Company.

Ordinary Resolution

“Ordinary Resolution” - shall have the meaning assigned to it by Section 189 of the Act.

Paid-up

“Paid-up” - includes credited as paid up.

Persons

“Persons” - includes individuals, any Company or association or body of individuals whether incorporated or not.

Proxy

“Proxy” - means an instrument whereby any person is authorised to vote for a member at the general meeting or poll.

Register of Member

“The Register of Members” - means the register of members to be kept pursuant to Section 150 of the Act.

The Registrar

“The Registrar” - means the Registrar of Companies, Maharashtra.

The Company’s Regulation

“The Company’s Regulations” means the regulations for the time being for the management of the Company.

Seal

“Seal” - means the common seal for the time being of the Company.

Secretary

“Secretary” - includes a temporary or assistant Secretary and any person or persons appointed by the Board to perform any of the duties of secretary.



#### Shares

“Shares” - means a shares or stocks into which the capital of the Company is divided and the interest corresponding with such shares or stocks except where a distinction between stocks and shares is expressed or implied.

#### Special Resolution

“Special Resolution” - shall have the meaning assigned thereto by Section 189 of the Act.

#### The Statutes

“The Statutes” - means the Companies Act, 1956, and every other Act for the time being in force affecting the Company.

#### Year

“Year” - means the calendar year and “Financial Year” shall have the meaning assigned thereto by section 2(17) of the Act.

#### Gender

Gender words importing the masculine gender also include the feminine gender.

#### Singular Number

Singular Words importing the singular number include where the context admits or requires, the plural number and vice versa.

#### Expressions in the Act to bear the same meaning in Articles

Expressions unless the context otherwise requires, words and expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof for time being in force.

### CAPITAL

3\*. The Authorised Share Capital of the Company is 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase or reduce such capital from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf and with power to divide the share in the Capital for the time being into equity share capital or preference share capital and to attach thereto respectively any preferential qualified or special rights privileges or conditions, and to vary modify and abrogate the same in such manner as may be determined by or in accordance with these presents.

\* Increase of Authorised Capital from Rs. 4,50,00,000/- to Rs. 10,00,00,000/- vide Special Resolution passed in Extra Ordinary General Meeting held on 15-05-2006

#### Increase of capital by the Company and how carried into effect

4. The Company in a general meeting may, by ordinary resolution from time to time, increase the capital by the creation of new shares and the increase to be of such aggregate

amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms, conditions and with such rights and privileges annexed thereto as the resolution shall prescribe, and in particular, such shares may be issued with preferential or qualified right to dividends and in distribution of assets of the Company and with the right of voting at general meeting of the Company in conformity with Section 87 and 88 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Company shall file with Registrar notice of the increase of capital as required by Section 97 of the Act within thirty days after the passing of the resolution authorising the increase.

#### Capital of two kinds only

5. Neither the original capital nor any increased capital shall be of more than two kinds namely (i) Equity share capital (ii) preference share capital, as defined in Section 85 of the Act.

#### New Capital same as existing capital

6. Except in so far as otherwise provided by the conditions of issue or by these Articles and capital raised by the creation of new shares, shall be considered as part of the existing capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmissions, voting and otherwise.

#### Redeemable Preference Shares

7. Subject to the provisions of Section 80 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company are to be liable to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.

#### Provisions applicable on case of Redeemable Preference Shares

8. On the issue of redeemable preference shares under the provisions of Article 7 hereof the following provisions shall take effect:

(a) No such shares shall be redeemed, except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption.

(b) No such shares shall be redeemed unless they are fully paid.

(c) The premium, if any, payable on redemption shall be provided for out of the profit of the company or out of the Company's share premium account before the shares are redeemed.

(d) Where any such shares are redeemed otherwise than out of the proceeds of fresh issue, there shall, out of the profits which would otherwise have been available for dividend, be transferred to a reserve fund to be called "The Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed and the provisions

of the Act relating to the share capital of the Company shall, except as provided in Section 80 of the Act apply as if the Capital Redemption Reserve Account were paid up Share Capital of the Company.

(e) Subject to the provisions of Section 80 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions in that behalf, in such manner as the Directors may think fit.

#### Reduction of Capital

9. The Company may (subject to the provisions of Sections 78, 80 and 100 to 105, both inclusive, and other applicable provisions, (if any) of the Act) from time to time by special resolution reduce (a) its share capital (b) any capital redemption reserve account or (c) any share premium account in any manner and with and subject to any incidents, for the time being authorised and consent required by law and in particular capital may be called up again or otherwise. This article is not to derogate from any power the Company would have if it were committed.

#### Consolidation, division, sub division and cancellation of shares

10. Subject to the provisions of Section 94 of the Act, the Company in general meeting may from time to time by an ordinary resolution alter the conditions of its Memorandum as follows :

(a) Consolidate and divide all or any of its capital into shares of larger amount than its existing shares;

(b) Sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount if any, unpaid on each reduced shares shall be the same as it was in the case of the shares from which the reduced share was created;

(c) Cancel any share which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this sub-clause shall not be deemed to be reduction of share capital within the meaning of the Act.

Whenever the Company shall do any one or more of the things provided for in the foregoing sub-clauses (a), (b) and (c), the Company shall, within thirty days thereafter give notice thereof to the Registrar as required by Section 95 of the Act, specifying as the case may be the share consolidated, divided, sub-divided or cancelled.

#### Modification of rights

11. Wherever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 106 and 107 of the Act, be varied, modified, commuted, affected or abrogated, or dealt with the consent in writing of the

holders of not less than three fourth of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions hereafter contained as to general meeting shall, mutatis mutandis, apply to every such meeting. This articles is not to derogate from any power the Company would have if this article was omitted.

The rights conferred upon the holders of the shares (including preference shares, if any), of any class issued with preferred or other rights or privileges shall unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.

## SHARES AND CERTIFICATES

### Register and Index of Members

12. The Company shall cause to be kept a Register or index of members in accordance with Section 150 and 151 of the Act. The Company shall be entitled to kept in any State or Country outside India a branch register of members resident in that state or country.

### Restriction on allotment and return of allotment

13. The Board of Directors shall observe the restriction as to allotment of shares to the public contained in Section 69 and 70 of the Act, and shall cause to be made the returns as to allotment provided for in Section 75 of the Act.

### Further issue of capital

14. (1) Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares whether out of unissued share capital or out of increased share Capital.

(a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.

(b) Such offers shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer, if not accepted will be deemed to have been declined.

(c) The offer, aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of other person and the notice referred to in sub-clause (b) hereof shall contain a statement of this right; PROVIDED THAT the Directors may decline, without assigning any reason, to allot any shares to any person in whose favour any member may renounce the shares offered to him.

(d) After the expiry of the time specified in the aforesaid notice, or in receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose them of in such manner as they think most beneficial to the Company.

(2) Notwithstanding anything contained in sub-clause (1) hereof, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) sub-clause (1) hereof in any manner whatsoever :

(a) if a special resolution to that effect is passed by the Company in general meeting, or

(b) where no such special resolution is passed, if the votes cast (whether on a show of hands or on a poll, as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal, is most beneficial to the Company.

(3) Nothing in sub-clause (c) of Clause (1) hereof shall be deemed :

(a) to extend the time within which the offer should be accepted, or

(b) to authorise any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(4) Nothing in this article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company :

(i) to convert such debentures or loans into shares in the Company or

(ii) to subscribe for shares in the Company (whether such option is conferred in these Articles or otherwise).

PROVIDED that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term :

(a) either has been approved by the Central Government before the issue of the debentures or the raising of the loans, or is in conformity with the rules, if any, made by that Government in this behalf, and

(b) in the case of debentures or loans or other than debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in general meeting before the issue of the debentures or the raising of the loans.

#### Share under control of director

15. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times, as they think fit and with full power subject to the sanction of the Company in general meeting to give any person the option to call for or be allotted shares of any class of the Company either at a premium or at par or at a discount, subject to the provisions of section - 78 and 79 of the Act and for such time and for such consideration as the Directors think fit.

#### Application of premium on shares

16. (1) Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate, amount or value of the premium on those shares shall be transferred to an account, to be called “ THE Share Premium Account” and the provisions of the Act relating to the reduction of the share capital of the company shall, except as provided in this clause, apply as if the share premium account were paid up share capital of the company.

(2) The share premium account may, notwithstanding sub-clause (1) hereof be applied by the Company :

(a) in paying up unissued shares of the Company to be issued to the members of the Company as fully paid bonus shares;

(b) in writing off the preliminary expenses of Company;

(c) in writing off the expenses of or the commission paid or discount allowed, on any issue of shares of the Company, or

(d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company.

#### Power also to Company in General Meeting to issue shares

17. In addition to and without derogating from the powers for that purpose conferred on the Board under Articles 15 and 16, the Company in General Meeting may subject to the provisions of Section 81 of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the original capital or of any increased capital of the Company) be offered to such persons (whether members or not) in such proportion and on such terms and conditions and either at a premium or at a discount (subject to compliance with the provisions of Section 78 and 79 of the Act) as such, General Meeting shall determine and with full power to give any person whether a member or not the option to call for or be allotted shares of any class of the Company at a

premium or at par or at a discount (subject to compliance with the provisions of Section 78 and 79 of the Act) such option being exercisable at such time and for such consideration as may be directed by such General Meeting of the Company in General Meeting may make any other provisions whatsoever for the issue, allotment or disposal of any such shares.

#### Shares at a discount

18. The Company may issue at a discount shares of the Company of a class already issued, if the following conditions are fulfilled, namely :

(i) the issue of the shares at a discount is authorised by a resolution passed by the Company in general meeting and sanctioned by the Court;

(ii) the resolution specifying the maximum rate of discount (not exceeding ten percent or such higher percentage as the Central Government may permit in any special case) at which the shares are to be issued; and

(iii) the shares to be issued at a discount are issued within two months after the date on which the issue is sanctioned by the Court or within such extended time as the court may allow.

#### Instalments on shares to be duly paid

19. If by the conditions of any allotment of any shares the whole or any part of the amount or issue price thereof shall be payable by instalments, every such installment shall, when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the shares or his legal representatives.

#### The Board may issue shares as fully paid-up

20. Subject to the provisions of the Act and these Articles, the Board may allot and issue shares in the capital of the company as payment of any payment sold or transferred, or for services rendered to the Company in the conduct of its business and any shares which may be so issued shall be deemed to be fully paid-up shares.

#### Acceptance of Shares

21. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is therefore placed on the register shall, for the purposes of these articles, be a member.

#### Deposits and calls etc.

22. The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inspection of the name of the allottees 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.

#### Liability of Members

23. Every member, or his heirs, executors or administrators to the extent of his assets which come to their hands shall be liable to pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times, and in such manner as the Board of Directors shall from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

#### Share Certificates

24. (a) Every member or allottee of shares shall be entitled, without payment, to receive one or more certificates in the marketable lot for all the shares of the same class registered in his name, every share certificate specifying the name of the person in whose favour it is issued the share certificate number and the distinctive number(s) of the shares to which it relates and the number paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letters of acceptance or of renunciation, or in cases of issue of bonus shares PROVIDED THAT if the letter of allotment is lost or destroyed the Board may impose such reasonable terms, if any, as it think fit, as to evidence and indemnify and the payment of out of pocket expenses incurred by the Company in investigating the evidence. The certificates of title to shares shall be issued under the seal of the Company and shall be signed in conformity with the provision of the Companies (Issue of Share Certificates) Rules, 1960 or any statutory modification or re-enactment thereof for the time being in force. Printing of blank forms to be used for issue of Shares shall be completed and kept ready for delivery within three months after the allotment unless the conditions of issue of shares provide otherwise.

(b) Any two or more joint allottees or holders of a share shall, for the purpose of this article, be treated as a single member and the certificate of any share, which may be subject of joint ownership may be delivered to any one of such joint owners on behalf of all of them.

25. No certificate of any shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn, or old, decrepit worn out, or where the pages on the reverse for recording transfer have been duly utilized unless the certificate in lieu of which it is issued is surrendered to the Company.

PROVIDED THAT no fee shall be charged for issue of new certificate in replacement of those which are old, decrepit or won out or where the pages on the reverse for recording transfer have been fully utilised.

The first name of joint holders deemed sole holder



26. If any share stands in the names of two or more persons, the person first named in the register shall, as regards receipts of dividends or bonus or service of notice and all or any other matter connected with the Company, except voting at meeting and the transfer of the shares, be deemed the sole holder thereof but the joint holders of the shares, shall severally as well as jointly be liable for the payment of all installments and call due in respect of such share and for all incidents thereof according to the Company's Regulations.

Company not bound to recognize any interest in share other than of registered holder

27. Except as ordered by a Court of bound to competent jurisdiction or as by law required, the Company shall not be bound to recognise, even when having in notice thereof, any equitable, contingent, future or partial interest in any share, or (except only as by these presents otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, the person from time to time registered as the holder thereof but the Board shall be at liberty at their discretion to register any share in the joint names of two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.

No purchase of or loans on Company's shares

28. None of the funds of the Company shall except as provided by Section 77 of the Act be employed in the purchases of its own shares, unless the consequent reduction of capital is effected and sanction in pursuance of Section 78, 80 and 100 to 105 of the Act and these articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company or in its holding Company.

## UNDERWRITING AND BROKERAGE

Commission may be paid

29. Subject to the provisions of Section 78 of the Act the Company may at any time pay a commission to any person in consideration of its subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures of the Company, but so that the commission shall not exceed in the case of shares five percent of the price at which the shares are issued and in the case of debentures two and half percent of the price at which debentures are issued. Such commission may be satisfied by the payment of cash or by allotment of fully or partly paid shares or debentures as the case may be or partly in one way and partly in the other.

Brokerage

30. The Company may on any issue of shares or debentures pay such brokerage as may be reasonable and lawful.

Commission to be included in the Annual Return

31. Where the Company has paid any sum by way of Commission in respect of any shares or debentures or allowed any sums by way of discount in respect of any shares or debentures such statement thereof shall be made in the Annual Return as required by part 1 of Schedule V of the Act.

## INTEREST OUT OF CAPITAL

### Interest out of capital

32. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provision of any plant, which cannot be made profitable for lengthy period, the Company may pay interest on so much of that share capital as is for the time being paid up, for the period, at the rate and subject to the conditions and restriction contained by Section 208 of the Act, and may charge the same to capital as part of the cost of construction of the work or building or the provision of the plant.

## CALLS

### Directors may make calls

33. Subject to the provisions of Section 91 of the Act the Board of Directors may, from time to time, by a resolution passed at a meeting of the Board (and not by circular resolution) make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares whether on account of nominal value of the shares or by way of premium, held by them respectively and not by the conditions of allotment thereof made payable at a fixed time and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by instalments. A call may be postponed, or revoked as the Board may determine.

### Notice of calls

34. Fourteen days notice at least in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.

### Call to date from resolution

35. A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board of Directors and may be made payable by the members whose names appear on the Register of members on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.

### Restrictions on power to make calls

36. No call shall exceed one-fourth of the nominal amount of the share or be made payable within two months after the last preceding call was payable.

### Directors may extend time

37. The Board of Directors may from time to time at its discretion, extend the time fixed for the payment of any call, and may extend such times as to all or any of the members who for residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension as a matter of right except as a matter of grace and favour.

Amount payable at fixed time or by installments to be treated as calls

38. If by the terms of issue of any shares or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the shares or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.

When interest on call or installment payable

39. If the sum payable in respect of any call or installment be not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the share in respect of which call shall have been made or the installment shall be due, shall pay interest on the same at such rates not exceeding eighteen percent per annum as Directors shall fix from the day appointed for the payment thereof to the time of actual payment but the Directors may waive payment of such interest wholly or in part.

Evidence in actions by Company against Share holders

40. On the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any moneys claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares, the money is sought to be recovered is alleged to have become due, on the share in respect of which such money is sought to be recovered; that the resolution making the calls is duly recorded in the minute book; and that notice of such call was duly given to the member or his legal representatives sued in pursuance of those Articles and it shall not be necessary to prove the appointment of Directors who made such call, not that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Partial payment not to preclude forfeiture

41. Neither the receipt by the Company of a portion of any money which shall, from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

Payment in anticipation of calls may carry interest

42. The Board of Directors may, if it thinks fit agree to and receive from any member willing to advance the same all or any part of the amounts due upon his shares held by

him beyond the sums actually called for PROVIDED THAT money paid up in advance of call shall not confer a right to participate in profits of dividend. Upon the moneys so paid in advance, or upon so much thereof, from time to time and at any time, there after as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Board of Directors may allow interest, at such rate not exceeding, unless the Company in general meeting shall otherwise direct, nine percent per annum as the member paying them sum in advance and the Board of directors agree upon. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to such members three months notice in writing.

No member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable.

## LIEN

### Company to have lien on shares

43. The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not), called or payable at a fixed time in respect of such shares and no equitable interests in any such share shall be created except upon the footing and upon and condition that this article is to have full legal effect. Any such lien shall extend to all dividends from time to time declared in respect of shares, 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 article.

### As to enforcing lien by sale

44. The company may sell, in such manner as the Board thinks fit any shares on which the Company has a lien for the purpose of enforcing the same. Provided that no sale shall be made :

(a) Unless a sum in respect of which the line exists is presently payable or,

(b) Until the expiry 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. For the purpose of such sale, the Board may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their member to execute a transfer thereof on behalf of and in the name of such members.

### Transfer of shares sold under lien

45. (1) To give effect to any such sale, the Board may authorise some person to transfer the share sold to the purchaser thereof.

(2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(3) The purchaser shall not be bound to see to the application of the purchaser money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

#### Application of proceeds of sale

46. (1) The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and

(2) The residue, if any, shall be paid to the person entitled to the shares at the date of the sale subject to a like lien for sums not presently payable as existed on the share before the sale.

#### FORFEITURE OF SHARES

##### If money payable on share not paid notice to be given to member

47. If any member fails to pay any call or any instalment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter, during such time as the call or instalment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the company by reason of such non-payment.

##### If call or installment not paid notice may be given

48. For the purposes of the provisions of these presents relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

##### Form of notice

49. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment on or before the time and at the place appointed, the shares in respect of which, the call was made or installment is payable, will be liable to be forfeited.

##### In default of payment shares to be forfeited

50. If the requirements of any such notice as aforesaid shall not be complied with every or any share in respect of which such notice has been given, may at any time thereafter, before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such

forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.

#### Notice of forfeiture to a member

51. When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

#### Forfeited shares to be the property of the Company and may be sold etc.

52. Any share so forfeited shall be deemed to be the property of the Company and may be sold, reallocated or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.

#### Member still liable to pay money owing at the time of forfeiture and interest

53. Any Member whose shares have been forfeited shall notwithstanding the forfeiture be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding twelve percent per annum as the Board of Directors may enforce the payment of such moneys or any part thereof, if it thinks fit, but shall not be under any obligation to do so.

#### Effect of forfeiture

54. The forfeiture of a share shall involve extinction at the time of the forfeiture, of all interest in and all claims and demands against the Company in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

#### Power to annul forfeiture

55. The Board of Directors may at any time before any share so forfeited shall have been sold, reallocated or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

#### Validity of forfeiture

56. (1) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or Secretary of the Company, and that a share in the Company has been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(2) The Company may receive the consideration, if any, given for the share on any sale, reallocation or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(3) The persons to whom such share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the shares.

(4) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company, prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interest or bonus accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.

(5) Such purchaser or allottee 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 of invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share.

57. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of share or by way of premium, as if the same had been payable by virtue of call duly made and notified.

#### Cancellation of share certificates in respect of forfeited shares

58. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate originally issued in respect of the relative shares shall (unless the same shall on demand by the company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the persons entitled thereto.

#### Surrender of shares

59. The Directors may, subject to the provisions of the Act, accept a surrender of any share from or for any member desirous of surrendering on such terms as they think fit.

### TRANSFER AND TRANSMISSION OF SHARES

#### Register of transfers

60. The Company shall keep a book, to be called the Register of Transfers and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

#### Form of Transfer

61. The instrument of transfer of any share shall be prescribed form and accordance with the requirement of Section 108 of the Act.

#### Application for transfer

62. (1) An application for the registration of a transfer of shares in the Company may be made either by the transferor or by the transferee.

(2) Where the application is made by the transferor and relates to partly paid shares the transfer shall not be registered unless the Company gives notice of the application to the transferor and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.

(3) For the purpose of sub-clause (2) above, notice to the transferee shall be deemed to have been duly given if it is dispatched by pre-paid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered in the ordinary course of post.

63. Every such instrument of transfer duly stamped shall be executed by or on behalf of both the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof.

#### Transfer by legal representative

64. A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

#### Transfer books when closed

65. The Board of Directors shall have power on giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated to close the Transfer Books. The Register of members or the Register of Debenture holders at such time or times and for such period or periods not exceeding thirty days at a time and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.

#### Director may refuse to register transfers

66. (a) (i) Subject to the provisions of Section 111 of the Act, or any statutory modification thereof for the time being in force, the Directors may at any time in their own absolute and uncontrolled discretion and without assigning any reason or grounds, decline to register or acknowledge any transfer of any share and in particular may so decline if any of them remains unpaid. The registration of transfer shall be conclusive evidence of the approval of the Directors of the transfer.

PROVIDED THAT registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any person or persons indebted to the Company on any account whatsoever except in a lien on shares.

(ii) PROVIDED FURTHER THAT the provisions of Section 22A of the Securities Contracts (Regulation) Act, 1956, shall always be complied with.



(b) No share shall in any circumstances be transferred to any minor insolvent or person of unsound mind.

Notice of refusal to be given to transferor and transferee

67. If the Company refuses to register the transfer of any shares or transmission of shares therein the Company shall within one month from the date of which the instrument of transfer in time to transferee and the transferor or to the person giving intimation of the transmission as the case may be and thereupon the provisions of Section 111 of the Act or any statutory modification thereof for the time being in force shall apply.

Death of one or more joint holders of shares

68. In case of the death of any one or more persons named in the Register of Members as the joint-holders of any shares, the survivor or survivors shall be the only persons recognised by the Company as having any title or interest in such share but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

Title to share of deceased members

69. The executors or administrators of a deceased member or the holders of a succession certificate or the legal representative in respect of the shares of a deceased member (not being one of two or more joint-holders) shall be the only persons recognised by the Company as having a title to the share shall not be bound to recognise such executors or administrators or holders of a succession Certificate of the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration, or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise, as the Directors may deem proper, dispense with production of Probate or Letters of Administration or Succession Certificate and register under Article 71, the name of any person who claims to be absolutely, entitled to the shares standing in the name of a deceased member, as a member.

Compliance with the Estate Duty Act - 1958

70. If any member of the Company dies, and the company through any of its Principal Officer within the meaning of Estate Duty Act, 1953 has knowledge of the death, it shall not be lawful for the Company to register the transfer of any shares standing in the name of the deceased member unless the Company is satisfied that the transferee has acquired such shares for valuable consideration or there is, produced to it, a Certificate from a Controller, Deputy Controller or Assistant Controller of Estate Duty that either the Estate Duty in respect thereof has been paid or will be paid or none is due as the case may be. Where the Company has come to know through any of its Principal Officers of the death of any members of the Company shall, within three months of the receipt of such knowledge, furnish to the Assistant Controller or the Deputy Controller of the Estate Duty who is exercising the functions of the Income Tax Officer under the Income Tax Act in relation to the Company, such particular by the Estate Duty Rules, 1953.

Registration of persons entitled to shares otherwise than by transfer  
(Transmission clause)

71. Subject to the provisions of articles 69 and 70, any person becoming entitled to any share in consequence of the death, lunacy, Bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board of Directors (which it shall be not be under obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under these Articles, or of his title, as the Board of Directors shall require, either be registered as a member in respect of such shares or elect to have some person nominated by him and approved by the Board of Directors registered as a member in respect of such shares PROVIDED NEVERTHELESS that if such person shall elect to have his nominee registered, he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained, and, until he does so, he shall not be freed from any liability in respect of such shares. This clause is herein referred to as “THE TRANSMISSION CLAUSE”.

Refusal to register nominee

72. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any share or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

Directors entitled to refuse more than four joint holders

73. The Company shall be entitled to decline to register more than four persons as the holder of any share.

Persons entitled may receive dividend without being registered as Member

74. A person entitled to a share by transmission shall, subject to the right of the Directors to retain such dividends or moneys as hereinafter provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share.

Condition of registration of transfer

75. Prior to the registration of a transfer, the certificate or certificates of the share or shares to be transferred and if no such certificates is in existence, the Letter of Allotment of the shares, must be delivered to the Company alongwith (save as provided in Sec. 108 of the Act) a properly stamped and executed instrument of transfer, with the date of presentation of the instrument to the proper authorities, duly endorsed thereon.

No fee on transfer or transmission

76. No fee shall be charged for registration of transfer, grant of probate, succession certificate and Letters of Administration, Certificate of Death or Marriage, Power of Attorney or similar other documents.

The Company not liable for disregard of a notice prohibiting registration of a transfer

77. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of Members) to the prejudice of persons having or claiming any equitable right, title or interest or notice referred thereto in any books of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing to do so, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless, be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.

#### COPIES OF MEMORANDUM AND ARTICLES OF ASSOCIATION TO BE SENT TO MEMBERS

Copies of Memorandum and Articles of Association to be sent to Members

78. The Company shall subject to the payment of the fee prescribed under Section 39 of the Act or this statutory modification for the time being in force, on being so required by a member send to him within seven days of the requirement, a copy of each of the following documents as in force for the time being :

(a) The memorandum

(b) The Articles, and

(c) Every agreement and every resolution referred to in Section 192 of the Act and in so far as they have not been embodied in the Memorandum of the Company or these Articles.

#### BORROWING POWERS

Power to borrow

79. Subject to the provisions of Section 292 and 293 of the Act and these Articles, the Board of Directors may, from time to time, at its discretion by a resolution passed at a meeting of the Board accept deposits from members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of moneys for the purpose of the Company from any source. Provided however, where the moneys already borrowed (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in general meeting. No debt incurred by the Company in excess of the limit imposed by this Articles shall be valid or effected unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this article had been exceeded.

#### The payment or repayment of moneys borrowed

80. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board of Directors may think fit, and in particular and in pursuance of a resolution passed at a meeting of the Board (and not by Circular Resolution) by the issue of debentures or debenture stock of the Company, charge upon all or any part of the property of the Company, (both present and future), including its uncalled capital for the time being, and the debentures and the 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.

#### Terms of issue of debentures

81. Any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending (but not voting) at general meetings, appointment of directors or otherwise. Debenture with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in general meeting.

#### Mortgage of uncalled capital

82. If an uncalled capital of the company is included in or charged by any Mortgage or other security, the Directors may, subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

#### Register of charges etc. to be kept

83. The Board of Directors shall cause a proper Register to be kept in accordance with the provisions of Section 143 of the Act of all mortgages, debentures and charges specifically affecting the property of the company; and shall cause the requirements of Sections 118, 125, and Section 127 to 144 (both inclusive) of the Act in that behalf to be duly complied with so far as they fall to be complied with by the Company. The Company shall comply with the provisions of Section 135 of the Act as regards modification of a charge and registration with Registrar.

#### Register and Index of Debenture holder

84. The Company shall, if at any time, it issues debentures keep a Register and Index of Debenture Holders in accordance with Section 12 of the Act. The Company shall have the power to keep in any state or Country outside India a branch Register of Debenture holders resident in that State or Country.

## SHARE WARRANTS

#### Power to issue share warrants

85. The Company may issue share warrants subject to, and in accordance with the provisions of Sections 114 and 115, and accordingly the Board may in its discretion, with respect to any share, which is fully paid upon on application in writing signed by the persons registered as holder of the share, and authenticated by such evidence as to the identity of the person signing the application, and on receiving the Certificate (if any) of the share and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time require, issue a share warrant.

#### Deposit of share warrant

86. (1) The bearer of a share warrant may, at any time, deposit the warrant at the office of the Company, and so long, as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising the other privileges of the member at any meeting held after the expiry of two clear days from the time of deposit as if his name were inserted in the register of member as the holder of the share included in the deposited warrant.

(2) Not more than one person shall be recognised as depositor of the Share Warrant.

(3) The Company shall, on two days written notice, return the deposited share warrant to the depositor.

#### Privileges and disabilities of the holders of share warrant

87. (1) Subject as herein otherwise expressly provided, no person shall, as bearer of a Share Warrant, sign a requisition for calling a meeting of Company, or attend, or vote or exercise any other privileges of a member at a Meeting of the company, or be entitled to receive any notices from the Company.

(2) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the share included in the warrant, and he shall be a member of the Company.

#### Issue of new share warrant or coupon

88. The Board may, from time to time, make bye-laws as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

## CONVERSION OF SHARE INTO STOCK AND RECONVERSION

#### Shares may be converted into stock

89. The Company may, by Ordinary Resolution :

- (a) Convert any paid up shares into stock, and
- (b) Reconvert any stock into paid-up shares of any denomination.

#### Transfer of Stock

90. The several holders of such stock may transfer their respective interest therein or any part thereof in the same manner 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 minimum shall not exceed the nominal amount of the shares from which the stock rose.

#### Right of stock holders

91. The holders of stock shall, according to the amount of stock held by them, have the same right, privileges and advantages as regards dividends, voting at meeting of the Company, & other matters, as if they held the shares from when the stock arose but no such privileges or advantage (except participation in the dividends & profits of the Company & in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred those privilege or advantages.

#### Regulations applicable to Stock & Share warrants

92. Such of the regulations of the Company as are applicable to paid up shares shall apply to stock and the words Share and 'Share holder' in these regulations shall include 'Stock and stock-holder' respectively.

### MEETINGS OF MEMBERS

#### Annual General Meeting

93. (1) The Company shall in each year hold, in addition to any other meetings, a general meeting as its Annual General Meeting in accordance with the provisions of Sections 166 and 210 of the Act and shall specify the meeting as such in the notice calling it, except in the case where the Registrar, has given an extension of times for holding any annual general meeting of the company and that of the next. Provided that if the Registrar shall have for special reason, extended the time within which any annual general meeting may be held within the additional time.

(2) Every annual general meeting shall be called for any time during business hours, on a day that is not a public holiday and shall be held either at the registered office of the company or at some other place within the city or town or village in which the registered office of the company is situated for the time being.

(3) Every member of the Company shall be entitled to attend either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any general meeting which he attends on any part of the business which concerns him as auditor.

Report statement and Registers to be laid before the Annual General Meeting

94. At every annual general meeting of the Company, there shall be laid on the table the Directors Report and audited Statements of Accounts, Auditors Report (if not already incorporated in the audited Statement of Accounts), the proxy register with proxies, and the Register of Directors Share-holdings.

#### Extraordinary General Meeting

95. All general meetings other than annual general meeting shall be called Extra ordinary General Meeting.

#### Annual Return

96. (1) The Company shall comply with the provisions of Section 159 of the Act regarding the filing of Annual Return and the provisions of Section 161 of the Act as regards the annual return and certificates to be annexed thereto.

(2) The Register of Members, Index of Members, the Register and Index of Debenture holders and copies of all Annual Returns prepared under Sections 159 and 160 of the Act together with the copies of Certificates and documents required to be annexed thereto under Sections 160 and 161 of the Act shall be kept at the registered office of the company.

PROVIDED that such registers, indexes, returns and copies of Certificates and documents of any one or more of them may instead of being kept at the registered office of the company, be kept at any other place within the city or town in which the registered office or the Company is situated for the time being if :

(i) Such other place has been approved for this purpose by a special Resolution passed by the company in general meeting; and

(ii) The Registrar has been given in advance a copy of the proposed Special Resolution.

(3) (a) The Registers, Indexes, Returns and copies of Certificates and other documents referred to in sub-clause (2) hereof shall, except when the Register of members or debenture holders is closed under the provisions of the Act, be open during the business hours (subject to such reasonable restriction as the company may impose so that not less than two hours in each day are allowed for inspection) for inspection (i) of any member or debenture holder without fee and (ii) of any other person on payment of fee of one rupee for each inspection.

(b) Any such member, debenture holder or other person may take abstract from the said document or require copy thereof in accordance with Section 163 of the Act.

(4) The Company shall cause any copy required by any persons under clause (b) of sub-clause (3) to be sent to that person within a period of ten days exclusive of

non-working days, commencing on the day next after the day on which the requirement is received by the Company.

#### Circulation of Member's Resolution

97. (1) Subject to the provisions of Section 188 of the Act, the Directors shall on the requisition in writing of such member or members as is hereinafter specified and (unless the annual general meeting otherwise resolved) at the expense of the requisitionists :

(a) Give to the members of the Company entitled to receive a notice of the next annual general meeting, notice of any resolution which may properly be moved and is intended to be moved at the meeting.

(b) Circulate to members entitled to have notice of any general meeting sent to them, any statement of not more than one thousand words with respect to the matter referred to any proposed resolution or the business to be dealt with at that meeting.

(2) The number of members necessary for a requisition under clauses (1) hereof shall be :

(a) Such member or members as represent not less than one-twentieth of the total voting power of all the members having at the date of the requisition a right to vote on the resolution or business to which the requisition relates; or

(b) Not less than one hundred members having the right aforesaid and holding shares in the Company on which there has been paid up an aggregate sum of not less than rupees one lakh in all.

(3) Notice of any such resolution shall be given and any such statement shall be circulated to members of the Company entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each member in any manner permitted by the Act for service of notice of the meeting and notice of any such resolution shall be given to any other member of the company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the company. The copy of the resolution shall be served or notice of the effect of the resolution shall be given as the case may be in the same manner, and so far as practicable at the same time as notice of the meeting, and where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.

(4) The Company shall not be bound under this article to give notice of any resolution or to circulate any statement unless :



(a) a copy of the two requisition signed by the requisitionists (or two or more copies which, between them contain the signature of all the requisitionists) is deposited at the registered office of the company.

(i) in the case of requisition requiring notice of resolution, not less than six weeks before the meeting, and

(ii) in the case of any other requisition not less than two weeks before the meeting, and

(b) there is deposited or tendered with the requisition as a sum reasonably sufficient to meet the Company's expenses in giving effect thereto.

PROVIDED that if after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company and an annual general meeting is called for a date six weeks or less after such copy has been deposited within the time required by this clause, shall be deemed to have been properly deposited for the purpose thereof.

(5) The Company shall not also be bound under this Article to circulate any statement, if on the application either of the Company or of any other person the claims to be aggrieved, the court is satisfied that the rights conferred by this clause are being abused to secure needless publicity for defamatory matter.

(6) Notwithstanding any thing in these Articles contained the business which may be dealt with at an annual general meeting shall include a resolution of which notice is given in accordance with this Article and for the purpose of this clause, shall be deemed to have been so given notwithstanding the accidental omission in giving it to one or more members.

Extraordinary general meeting by Board and by requisition

98. The Directors may, whenever they think fit convene an extraordinary general meeting and they shall on requisition of the members as hereinafter provided forthwith proceed to convene extra ordinary general meeting of the company.

Contents of requisition and number of requisitionists required and the conduct of meeting

99. In case of requisition the following provisions shall have effect :

(1) The requisition shall set out the matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the registered office of the Company.

(2) The requisition may consist of several documents in like form each signed by one or more requisitionists.

(3) The number of members entitled to requisition a meeting in regard to any matter shall be such number as held at the date of the deposit of the requisition, not less than one-tenth of such of the paid-up capital of the Company as at that date carries the right of voting in regard to that matter.

(4) Where two or more distinct matters are specified in the requisition the provisions of sub-clause (3) shall apply separately in regard to such matter and the requisition shall accordingly be valid only in respect of those matters and regard to which the conditions specified in that clause is fulfilled.

(5) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matter proceed duly to call a meeting for the consideration of those matters on a day not later than forty five days from the date of the deposit of the requisition, the meeting may be called :

(a) by the requisitionists themselves, or

(b) by such of the requisitionists as present either a majority in value of the paid-up share capital of the Company as is referred to in sub-clause (3) whichever is less PROVIDED that for the purpose of this sub-clause the Board shall, in the case of a meeting at which a resolution is to be proposed as a special resolution be deemed not to have duly convened the meeting if they do not give such notice thereof as it required by sub-section (2) of Section 189 of the Act.

(6) A meeting called under clause (5) by requisitionists or any of them :

(a) shall be called in the same manner, as nearly possible, as that in which meeting are to be called by the Board, but

(b) shall not be held after the expiration of three months from the date of deposit of the requisition.

PROVIDED that nothing in sub-clause (b) shall be to prevent a meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period.

(7) Where two or more persons hold any shares in the company jointly a requisition or a notice calling a meeting by one or some one of them shall for the purposes of this article have the same force and effect as if it had been signed by all of them.

(8) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to call a meeting shall be repaid to the requisitionists by the Company, and any sums so repaid shall be retained by the Company, by way of fees or other remuneration for their services to such of the Directors as were in default.

Length of notice of meeting

100. (1) A general meeting of the company may be called by giving not less than twenty one days notice in writing.

(2) A General Meeting may be called after giving shorter notice than that specified in clause (1) hereof if consent is accorded thereto.

(i) in the case of an annual general meeting by all the members entitled to vote there and

(ii) in case of any other meeting, members of the Company holding not less than ninety five percent of such part of the paid-up share capital of the company as gives a right to vote at the meeting.

PROVIDED that where any members of the Company are entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members shall be taken into account for the purpose of this clause in respect of the former resolution and not in respect of the latter.

Contents and manner of service of notice

101. (1) Every notice of meeting of the Company shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat.

(2) Subject to the provisions of the Act, notice of every general meeting shall be given :

(a) to every member of the Company in the manner authorised by sub-section (1) to (4) of Section 53 of the Act.

(b) to the persons entitled to a share in consequence of the death, or insolvency of a member, by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased or assignee of the insolvent, or by like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or, until such an address has been so supplied giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and

(c) to the Auditor or Auditors for the time being of the Company, in any manner authorised by Section 53 of the Act.

PROVIDED that where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighbourhood of the Registered Office of the Company under sub-section (3) of Section 53 of the Act, the statement of material facts referred to in Section 173 of the Act need not be annexed to the notice as required by that

Section, but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

(3) Every notice convening a meeting of the Company shall state that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote and attend instead of himself and that a proxy need not be a member of the Company.

Special and ordinary business and explanatory statement

102. (1) (a) In the case of an annual general meeting, all business to be transacted at the meeting, shall be deemed special with the exception of business, relating to :

(i) The consideration of the accounts, balance sheet and the report of the Board of Directors and Auditors;

(ii) The declaration of the dividend;

(iii) The appointment of Directors in the place of those retiring;  
and

(iv) The appointment of, and the fixing of the remuneration of the auditors,

(b) In the case of any other meeting, all business shall be deemed special.

(2) Where any item of business to be transacted at the meeting of the Company are deemed to be special as aforesaid, there shall be annexed the notice of the meeting a explanatory statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein of every Director.

PROVIDED that where any item of special business at the meeting of the Company relates to or affects any other Company, the extent of share holding interest in that other Company of every Director shall be set out in the statement, if the extent of such share holding interest is not less than 20 percent of the paid up share capital of that other Company.

(3) Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Omission to give notice not to invalidate a resolution passed

103. The accidental omission to give any such notice as aforesaid to or non-receipt thereof by any member of other person to whom it should be given, shall not invalidate the proceedings of any such meeting.

#### Notice of business to be given

104. No General Meeting, annual or extraordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convenient the meeting.

#### Quorum

105. Five members entitled to vote and present in person shall be a quorum for General Meeting and no business shall be transacted at the General Meeting unless the quorum requisite be present at the commencement of the meeting. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with section 187 of the Act. The President of India or the Governor of a State being a member of the Company, shall be deemed to be personally present if he is represented in accordance with Section 187 of the Act.

#### Presence of quorum

106. If within half an hour from the time appointed for holding a Meeting of the Company a quorum is not present, the Meeting if called by or on the requisition of members shall stand adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place as the Board may determine. If at the adjourned Meeting also quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum and may transact the business for which the meeting was called.

#### Resolution passed at adjourned Meeting

107. Where a resolution is passed at adjourned Meeting of the company, the resolution shall for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

#### Chairman of General Meeting

108. The Chairman of the Board of Director shall be entitled to take the Chair at every general meeting, or if there be no such Chairman, or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding such Meeting, or shall decline to take the Chair, the Vice-Chairman, if any, shall be entitled to take the Chair, if the Vice-Chairman is also not present or is unwilling to take the Chair, the Directors present shall elect one of them as Chairman and if no Director be present or if the Directors present, decline to take the Chair, then the members present shall elect one of their members to be a Chairman. If a poll on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and the Chairman elected on show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected as a result of the poll, he shall be the Chairman for the rest of the Meeting.

#### Business confined to election of Chairman while Chair is vacant

109. No business shall be discussed at any General Meeting except the election of the Chairman while the Chair is vacant.

Chairman may adjourn Meeting

110. (1) The Chairman may, with the consent of any Meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time, and from place to place.

(2) No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

(3) When a Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(4) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned Meeting.

Voting to be by show of hands in the first instance

111. At any General Meeting, a resolution put to the vote of the Meeting shall unless a poll is demanded under Articles 113 be decided on a show of hands.

Chairman's declaration of result on voting on show of hands

112. A declaration by the Chairman in pursuance of Article 111 on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceeding of the Company shall be conclusive evidence of the fact, without proof of the number of proportion of votes in favour or against such resolution.

Demand for poll

113. (1) Before or on the declaration of the result of the voting on any resolution on show of hands, a poll may be ordered to be taken by the Chairman of the Meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by the persons specified below, that is to say :

(a) by any member or members present in person or by proxy and holding shares in the Company on which an aggregate sum of not less than Fifty Thousand Rupees has been paid up, or

(b) by any member or members present in person or by proxy and having not less than one-tenth of the total voting power in respect of the resolution or

(c) by any member or members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being share on which aggregate sum has been paid-up which is not less than 1/10th of the total sum paid up on all the share conferring that right.

(2) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

#### Time of taking poll

114. A poll demanded on any question of adjournment shall be taken forthwith. A poll demanded on any other question (not being related to the election of a Chairman, which is provided for in Article 109), shall be taken at such time not being later than forty-eight hours from the time when the demand was made and in such manner and place as the Chairman of the Meeting may direct.

#### Chairman's casting vote

115. In the case of an equality of votes the Chairman shall both on a show of hands and a poll (if any) having a casting vote in addition to the vote or votes to which he may be entitled as a member.

#### Scrutineers at poll

116. Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutineers to scrutinize the vote given on the poll and to report thereon to him. One of the Scrutineers so appointed shall always be a member (not being an officer or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a scrutineer from office and to fill vacancies in the office of the scrutineer arising from such removal or for any other cause.

#### Demand for poll not to prevent transaction of other business

117. The demand for a poll except on the question of the election of Chairman and of an adjournment shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll has been demanded.

#### Special Notice

118. Where by any provision contained in the Act or in these Articles, special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the meeting at which the notice is served or deemed to be served and the day of the Meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents, not less than seven days before the Meeting.

#### Resolutions requiring special notice

119. The following resolution shall require special notice :

(1) Resolution under Section 225 of the Act at an annual general meeting appointing as Auditor a person other than a retiring Auditor or providing expressly that a retiring Auditor shall not be reappointed.

(2) Resolution under Section 284 of the Act removing a Director before the expiry of his period of office;

(3) Resolution under Section 284 of the Act appointing a Director so removed.

120. A copy of each of the following resolution (together with copy of the statement of material facts annexed under Section 173 of the Act to the notice of the meeting in which such resolution has been passed) or agreement shall within thirty days after the passing or making thereof be printed or typewritten and duly certified under the signature of officer of the Company filed with Registrar :

(a) Every special resolution;

(b) Every resolution which has been agreed to by all members of the Company, but which if not so agreed to, would not have been effective for the purpose unless it has been passed as a special resolution;

(c) Every resolution of the Board of Directors or agreement executed by the company relating to the appointment, reappointment or renewal of appointment or variation in the terms of appointment of a managing director;

(d) Every resolution or agreement which has been agreed to by all the members of any class of shareholders but which if not so agreed to, would not have been effective for the purpose unless it had been passed by some particular majority required by the Act or by these articles and every resolution or agreement which effectively binds all the members or any class of shareholders though not agreed to by all of them;

(e) Every resolution passed by the Company :

(i) According consent to the exercise by the Board of Directors of any of the powers under clauses (a), (d) and (e) of sub-section (1) of Section 293 of the Act;

(ii) Approving the appointment of sole selling agents under Sections 294 of the Act; and

(f) A resolution for voluntary winding up of the Company.

A copy of every such resolution or agreement for the time being in force shall also be embodied in or annexed to, every copy of these Articles issued after the passing of the resolution or the making of the agreement.

## VOTE OF MEMBERS

Members paying money in advance not to be entitled to vote in respect thereof



121. A member paying the whole or a part of the amount remaining unpaid on any shares held by him although no part of that amount has been called up shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

Restriction on exercise of voting rights of members who have not paid calls

122. No member shall be entitled any voting rights in respect of any shares registered in his name on which any call for other sums presently payable by him have not been paid or in regard to which the company has exercised any right of lien.

Number of votes to which member is entitled

123. Subject to the provisions of Articles 121 and 122, every member of the Company holding any equity share capital and otherwise entitled to vote shall on a show of hands when present in person (for being a body corporate present by a representative duly authorised) have one vote and on a poll when present in person (including a body corporate by a duly authorised representative) or by an agent duly authorised under power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid-up equity share capital of the Company. Provided, however, if any preference shareholder be present at any meeting of the Company, save as provided in clause (b) of sub-section (2) of Section 87, he shall have a right to vote only on resolutions before the Meeting which directly affect the rights attached to his preference shares. A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote is taken.

Vote of members of unsound mind

124. A member of unsound mind or in respect of whom, order has been made by any court having jurisdiction in lunacy, may vote whether on a show of hands or on poll by his committee or other legal guardian. Any such committee or guardian may on a poll vote by proxy.

Votes of joint members

125. If there be joint registered holders of any shares any one of such persons may vote at any meeting personally or by an agent duly authorised under a power of Attorney or by proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the Meeting, and if more than one of such joint holders be present at any meeting either personally or by Agent or by proxy, that one of the said persons so present who stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting provided always that a person present at any meeting personally shall be entitled to vote in preference to a person present by an agent duly authorised under power of attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register in respect of such shares.

Several executors or administrators of deceased member in whose name shares stand shall for the purpose of these articles be deemed joint holders thereof.

#### Representation of body corporate

126. (1) A body corporate (whether a Company within the meaning of the Act or not) may, if it is member or creditor of the Company including a holder of debentures, authorise such person as it thinks fit by a resolution of its Board of Directors or other Government Body to act as its representative at any meeting of the creditors of the Company or debenture holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual member, creditor or holder of debentures of the Company.

(2) Where the President of India or the Governor of a State is a member of the Company, the president or as the case may be, the Governor may appoint such person as he thinks fit to act as his representative at any meeting of the company or at any meeting of any class of members of the company and such a person shall be deemed to be member of the Company and shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), as the President or, as the case may be, the Governor could exercise as a member of the Company.

#### Votes in respect of deceased or insolvent members

127. Any person entitled under the Transmission Clause to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his rights to transfer such shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

#### Voting in person or by proxy

128. Subject to the provisions of these Articles vote may be given either personally or by proxy.

#### Right of members to use his votes differently

129. On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not if he votes, uses all his votes or cast in the same way all the votes he uses.

#### Proxies

130. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself PROVIDED ALWAYS that a proxy so appointed shall not have any right whatever, to speak at the Meeting. Every notice

convening a Meeting of the Company shall state that a member entitled to attend and vote is entitled to appoint one or more proxies.

Proxy either for specified Meeting or for a period.

131. An instrument of proxy may appoint a proxy either for the purposes of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.

No proxy except for a Corporation to vote on a show of hands

132. No Member present only by proxy shall be entitled to vote on a show of hands.

133. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a neutrally certified copy of that power of attorney or authority shall be deposited at the office forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

Form of Proxy

134. Every instrument of proxy whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms set out in Schedule IX of the Act and signed by the appointer or his attorney duly authorised by any officer or attorney duly authorised by it.

Inspection of Proxies

135. Every member entitled to vote at a Meeting of the Company according to the provisions of these Articles on any Resolution to be moved there at shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting to inspect proxies lodged, at any time during the business hours of the Company provided not less than three days notice in writing of the intention so to inspect is given to the Company.

Validity of votes given by proxy notwithstanding revocation of authority

136. 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 authority under which such proxy was signed, or the transfer of the share in respect of which the vote is given provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Time for objections to vote

137. No objection shall be made to the qualification of any voter or to the validity of a vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such

meeting or poll shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting.

Chairman of any meeting to be the judge of validity of any vote

138. The Chairman of any meeting shall be the sole judge of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

Custody of instrument

139. If any such instrument of appointment be confined to the object appointing an attorney or proxy for voting at meeting of the Company, it shall remain permanently or for such time as the Directors may determine, in the custody of the company; if embracing other objects, copy thereof examined with the original shall be delivered to the Company to remain in the custody of the company.

## DIRECTORS

Number of Directors

140. Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 253 of the Act, the number of Directors (excluding Debenture Directors, Special Directors and corporation Director, if any) shall not be less than 3 and not more than 12.

Directors

141. The following persons were the first Directors of the Company :

1. MR. PANKAJ B. SHAH
2. MRS. SUSHILABEN B. SHAH

Debenture Directors

142. Any Trust Deed for securing debentures or debenture stocks, may, if so arranged provide for the appointment from time to time by the Trustees thereof or by the holders of debentures or debenture stocks, of some persons to be a Director of the Company and may empower such trustees or holder of debentures or debenture stocks, from time to time, to remove and reappoint any Directors so appointed. The Director appointed under this article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Directors shall not be liable to retire by rotation or be removed by the Company. The Trust deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

Corporation Directors

143. (1) Subject to the provisions of the Act and notwithstanding anything to the contrary in these Articles contained so long as money lent and advanced to the Company secured by debentures, any other security or otherwise by an financial or credit

corporation or by any other financing body, shall remain due and owing by the Company to such financing corporation or credit corporation or any financing body and/or so long as any financing body holds shares in the Company, under any arrangement or agreement, the said financing corporation, credit corporation or, any other financing body shall have a right from time to time to appoint their nominee as a director on the Board of Company (hereinafter referred to as "the Corporation Director").

(2) The corporation may at any time and from time to time remove from such any person so appointed at any time, appoint any other person in his place and also fill any vacancy which may occur as a result of such Director ceasing to hold office for any reason whatsoever, such appointment or removal shall be made in writing signed by the Managing Director of the Corporation or financing body appointing such corporation Director or any person or Director thereof authorised in this behalf and shall be delivered to the Company at its registered office.

(3) The corporation Director shall not be required to hold any qualification share in the Company to qualify him for the office of a Director not shall he be liable to retirement by rotation. The Board of Directors of the Company shall have no power to remove from office such corporation Director, subject to the aforesaid, the said Corporation Director shall be entitled to same rights and privileges and be subject to the same obligation as any other Director of the company but shall not be entitled to further or additional remuneration referred to in Article.

(4) Corporation Director shall notwithstanding any thing to the contrary contained herein, be at liberty to disclose any information obtained by him to the financing body appointing him as such Director.

#### Special Director

144. In connection with any collaboration arrangement with any company or Corporation or any firm or person for supply of technical know-how and/or machinery or technical advice, the directors may authorize such Company, Corporation, Firm or person hereinafter in this clause referred to as "Collaborator" to appoint from time to time, any person as a Director of the Company (hereinafter referred to as "Special Director") and may agree that such Special Director shall not be liable to retire by rotation so however, that such Special Director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed between the Company and such collaborator under the collaboration arrangements or at any time thereafter.

The Collaborator may at any time and from time to time remove such Special Director appointed by it and may at any time of such removal and in the case of death or resignation of the person so appointed, at any time appoint any other person as Special Director in his place and such appointment or removal shall be made in writing and signed by such Company or Corporation or any partner or such person and shall be delivered to the Company at its registered office. It is clarified that every collaborator entitled to appoint a Director under this Article may appoint one such person as a

Director and so that if more than one Collaborator is so entitled there may be at any time as many Special Directors as the Collaborators eligible to make the appointment.

#### Limit on number of retiring Director

145. The provisions of Articles 141, 142, 143 and 144 are subject to the provisions of Section 256 of the Act and the number of such Directors appointed under Articles 142, 143 and 144 shall not exceed in the aggregate one-third of the total number of Directors for the time being in office.

#### Appointment of alternate Director

146. The Board may appoint an Alternate Director to act for a period of not less than three months. Every such Alternate Director, shall subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of Meeting of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article shall vacate office as and when original Director returns. If by the term of office of the original Director is determined before he returns any provision in the Act or in these Articles for the automatic reappointment will apply to retiring Director and not to the Alternate Director.

#### Directors may fill vacancies

147. The Director shall have power at any time and from time to time to appoint any qualified person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Director at a meeting of the Board. Any person so appointed shall retain his office only upto the date upto which the Director in whose place he is appointed, would have held office, if it had not been vacated as aforesaid but he shall then be eligible for reelection.

#### Additional Directors

148. The Director shall also have power at any time and from time to time to appoint any other qualified person to be a Director as an addition to the Board but so that total number of Director shall not at any time exceed the maximum fixed. Any person appointed as an addition to the Board, shall retain his office only upto the date of the next Annual General Meeting but shall be eligible for election at such Meeting.

#### Qualification of Director Remuneration of Directors

149. A Director shall not be required to hold any qualification shares.

150. The remuneration of a Director for his services shall be such sum as may be fixed by the board of Directors from time to time not exceeding the amount which may be prescribed by the Central Government as maximum. The Directors, subject to the sanction of the Central Government, (if any required) may be paid such further remuneration as the Company in General Meeting shall, from time to time determine and such further remuneration shall be divided among all or some directors in such proportion and manner as the Board may, from time to time determine. Sitting fees for each meeting

of board or a Committee thereof be also paid to Director, subject to the maximum amount prescribed by the Central Government.

Extra Remuneration to a Director for special work

151. Subject to the provisions of Section 198, 309, 310, 311 and 314 of the Act, if any Director, being willing, shall be called upon to perform extra services which expression shall include work done by a Director as a member of any committee formed by the Directors or special exertions in going or residing out of his usual place of residence or otherwise for any of the purposes of the Company; the Company shall remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Directors, and such remuneration may be, either in addition to or in substitution for his share in the remuneration above provided.

Travelling expenses incurred by Director on Company's business

152. The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.

Directors may act notwithstanding vacancy

153. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board of Directors, the continuing Directors may act for the purposes of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the company, but for no other purpose.

Disqualification of Director

154. A person shall not be capable of being appointed Director of the company, if :

(a) he has been found to be of unsound mind by a court of competent jurisdiction and the finding is in force;

(b) he is an undischarged insolvent;

(c) he has applied to be adjudged an insolvent and his application is pending;

(d) he has been convicted by a court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;

(e) he has not paid any call in respect of shares of the Company held by him whether alone or jointly with others and six months have elapsed from the last day fixed for the payment of the call; or

(f) an order disqualifying him for appointment as Director has been passed by a Court in pursuance of Section 203 of the Act is in force; unless the leave of the Court has been obtained for his appointment in pursuance of that section.

#### Vacation of office by Directors

155. (1) The office of a Director shall become vacant if :

(a) he is found to be of unsound mind by a court of competent jurisdiction; or

(b) he applies to be adjudged an insolvent; or

(c) he is adjudged an insolvent; or

(d) he is convicted by a court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; or

(e) he fails to pay call in respect of shares of the company held by him, whether alone or jointly with others within six months from the last date for the payment of the call unless the Central Government by a Notification removes the disqualification incurred by such failure; or

(f) he absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board of Directors or from all meetings of the Board for a continuous period of three months, whichever is longer without obtaining leave of absence from the Board; or

(g) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is a partner or any private company of which he is a Director, accept a loan, or any guarantee or security for a loan from the Company in contravention of Section 295 of the Act; or

(h) he being in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement, entered into or to be entered into by or on behalf of the company fails to disclose the nature of his concern or interest at a meeting of the Board of Directors as required by Section 299 of the Act; or

(i) he becomes disqualified by an order of the Court under Section 203 of the Act; or

(j) he is removed by an ordinary resolution of the company before the expiry of his period of office; or

(k) if by notice to the company, he resigns his office; or



(1) having been appointed a Director by virtue of his holding any office or other employment in the company, he ceases to hold such office or other employment in the company.

(2) Notwithstanding anything contained in sub-clauses (c), (d) and (i) of clause (1) hereof, the disqualification, referred to in these clauses shall not take effect :

(a) for thirty days from the date of the adjudication, sentence or order;

(b) where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order, until the expiry of seven days from the date on which such appeal or petition is disposed of; or

(c) where within the seven days aforesaid any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.

#### Removal of Director

(3) (a) The company may (subject to the provisions of Section 284 and other applicable provision of the Act and these Articles) by ordinary resolution remove any Director before the expiry of his period of office.

(b) Special notice is provided by Article 118 or Section 190 of the Act shall be required for any resolution to remove a Director under or to appoint some other person in place of a Director so removed at the meeting at which he is removed.

(c) On receipt of notice of resolution to remove a Director under this Article, the company shall forthwith send a copy thereof to the Director concerned and Director (whether or not he is member of the company) shall be entitled to be heard on the resolution at the meeting.

(d) Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representation in writing to the company (not exceeding a reasonable length) and the company shall unless the representations are received by it late for to do so (a) in the notice of the resolution given to members of the company state the fact of the representations having been made, and (b) send copy of the representation to every member of the company to whom notice of the meeting as sent (before or after the representation by the company) and if a copy of the representations is not sent as aforesaid because they were received too late or because of the company's default the Director may (without prejudice to his right to be heard orally) require that the representation shall be read out at the meeting; provided that copies of the representations need not be sent or read out at the meeting if on the application either of the company or of any other person who claims to be aggrieved the

court is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter.

(e) A vacancy created by the removal of a Director under this Article may if he had been appointed by the company in General meeting or by the Board in pursuance of Article 147 or Section 262 of the Act be filled by the appointment of another Director in his stead by the meeting at which he is removed provided special notice of the intended appointment has been given under sub-clause (3) hereof. A Director so appointed shall hold office until the date upon which his predecessor would have held office if he had not been removed aforesaid.

(f) If the vacancy is not filled under sub-clause (e), it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable of Article 147 or Section 262 of the Act, and all the provisions of that Article and sections shall apply accordingly.

(g) A Director who was removed from office under this Article shall not be reappointed as a Director by the Board of Directors.

(h) Nothing contained in this Article shall be taken :

(i) as depriving a person removed hereunder of any compensation or damages payable to him in respect of the termination of his appointment as director or

(ii) as derogating from any power to remove a Director which may exist apart from this article.

Directors may contract with company  
156. Subject to compliance with the provision of Section 297, 299, 300 and 314 of the Act and save as therein provided no Director shall be disqualified to hold office or place of profit under the Company or under any Company in which this Company shall be a shareholder or otherwise interested, or from contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract or any arrangements entered into by or on behalf of the Company in which any Director shall be in any wise interested be avoided, nor shall any Director be liable to account to the Company for profit arising from any contract or arrangement by reason only of such Director holding that office or of the fiduciary relation established.

Disclosure of Directors interest  
157. (1) Every Director of the Company who is in any way, whether directly or indirectly concerned or interested in any contract or arrangement, or proposed contract or arrangement, entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board of Directors, in the manner provided in Section 299(2) of the Act.

(2) (a) In the case of a proposed contract or arrangement, the disclosure required to be made by a Director under clause (1) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not, at the date of that meeting, concerned or interested in the proposed contract or arrangement at the first meeting of the Board held after he be concerned or interested. In case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned in the contract or arrangement.

(3) (a) For the purpose of clause (1) and (2) a general notice given to the Board by a Director to the effect that he is a Director or member of a specified body corporate or as a member of specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made.

(b) Any such general notice shall expire at the end of the financial year in which it is given, but may be renewed for further period of one financial year at a time by a fresh notice in the last month of financial year in which it would otherwise expire.

(c) No such general notice and no renewal thereof shall be effective unless either it is given at a meeting of the Board, or the Director concerned takes reasonable steps to secure that it is brought up and read at the meeting of the Board after it is given.

(4) Nothing in this article shall apply to any contract or arrangement entered into or to be entered into between the Company any other Company where any one or more of Director of the Company together holds or hold not more than two percent of the paid-up share capital in the other Company.

#### Board resolution necessary for certain contracts

158. (1) Except with the consent of the Board of Directors of the Company a Director of the Company or his relative, a firm in which such a Director or relative is partner any other partner in such a firm, or a private Company of which the Director is a member or Director shall not enter into any contract with the Company :-

(a) for the sale, purchase or supply of any goods, materials or services;  
or

(b) for underwriting the subscription of any share in or debentures of the Company.

(2) Nothing contained in clause (a) of sub-clause (1) shall affect :

(a) the purchase of goods and materials from the Company or the sale of goods and materials to the Company by any Director, relative, firm, partner or private Company as aforesaid for cash at prevailing market prices; or

(b) any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private Company on the other side for sale, purchase or supply of any goods, materials and services in which either the Company or the Director, relative, firm, partner or private Company as the case may be, regularly trade or does business PROVIDED that such contract or contracts do not relate to goods and materials the value of which or service the cost of which exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts; or

(3) Notwithstanding anything contained in clause (1) and (2) a Director, relative, firm, partner or private Company as aforesaid may, in circumstances of urgent necessity, enter, without obtaining the consent of the Board, into any contract with the Company for the sale, purchase of any goods, materials or service even if the value of such goods or cost of such services exceeds rupees five thousand in the aggregate in any year comprised in the period of the contract; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date on which the contract was entered into.

(4) Every consent of the Board required under this article shall be accorded by a resolution of the Board required under clause (1) and the same shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into.

(5) If the consent is not accorded to any contract under this article anything done in pursuance of the contract will be avoidable at the option of the Board.

Disclosure of members of Director interest in contract in appointing Manager or Managing Director

159. If the Company :

(a) enters into a contract for the appointment of a manger or managing director of the Company in which contract any Director of the Company is in any way directly or indirectly interested; or

(b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid the provisions of section 302 of the Act shall be complied with.

Holding of office or place of profit by Directors etc.

160. (1) Except with the consent of the Company accorded by a special resolution :

(a) No Director of the Company shall hold any office or place of profit, and

(b) No partner or relative of such a Director, no firm in which such a Director or relative is partner, no private Company of which a Director is a Director or member, and no Director or Manager of such a private Company shall hold any office or place of profit, carrying a total monthly remuneration of rupees five hundred or more; except that of a Managing Director, Manager, legal or technical adviser, banker or trustee for the holders of debentures of the Company :

(i) under the Company; or

(ii) under any subsidiary of the Company, unless the remuneration received from such subsidiary in respect of such office or place of profit is paid over to the Company or its holding Company; PROVIDED that it shall be sufficient if the special resolution according the consent of the Company is passed at the general meeting of Company held for the first time after the holding of such office or place of profit;

Provided FURTHER that where a relative of a Director or a firm in which such relative is a partner, is appointed to an office or place of profit under the Company or a subsidiary thereof without the knowledge of the Director, the consent of the Company may be obtained either in the General Meeting aforesaid or within three months from the date of the appointment which ever is later.

For the purpose of this clause a special resolution according consent shall be necessary for every appointment in the first instance to an office or place of profit and to every subsequent appointment to such office or place of profit on a higher remuneration not covered by the special resolution except where an appointment on a time scale has already been approved by the special resolution.

(2) Nothing in clause (1) hereof shall apply where a relative of a Director or a firm in which such relative is a partner holds any office or place of profit under the Company or a subsidiary thereof having been appointed to such office or place before such Director becomes a Director of the Company.

(3) if any office or place of profit is held in contravention of the provisions of clause (1) above, or except as provided by clause (2) above, the Director, partner, relative, firm, private Company or the manager concerned shall be deemed to have vacated his or its office as such on and from the date next following the date of the General meeting of the Company referred to in the first proviso to clause (1) above or, second proviso as the case may be, the date of expiry of the period of three months referred to in the second proviso to clause (1) above, and shall also be liable to refund to the Company remuneration received or the monetary equivalent of any perquisite of advantage enjoyed by him or it for the period immediately preceding the date aforesaid in respect of such office or place of profit.

(4) Every individual, firm, private Company, or other body corporate proposed to be appointed to any office or place of profit to which this article applies shall, before or at the time of such appointment, declare in writing whether he or it is not connected with the Director of the Company in any of the ways referred to in clause (1).

(5) Any office or place of profit shall be deemed to be an office or place of profit under the Company within the meaning of clause (1) :

(a) in case the office or place is held by a Director if the Director holding it obtains from the Company anything by way of remuneration to which he is entitled as such Director whether as salary, fees, commission, perquisites, the right to occupy free of rent any premises as a place of residence or otherwise.

(b) in case the office or place is held by an individual other than a Director or by any firm, private Company or other body corporate if the individual, firm, private Company or body corporate holding it obtain from the Company anything by way of remuneration whether as salary, fees, commission, perquisites, the right to occupy free of rent any premises as a place of residence or otherwise.

#### Loans to Directors etc.

161. The Company shall not without obtaining the previous approval of the Central Government in that behalf, directly or indirectly make any loan to or give any guarantee or provide any security in connection with a loan made by any other person to or to any other person to or any other to or any other person by :

(a) any Director of the Company or any partner or relative of any such Director.

(b) any firm in which any Director or relative is a partner.

(c) any private Company of which any such Director is a Director or member.

(d) any body corporate, at a general meeting of which not less than twenty five percent of the total voting power may be exercised or controlled by any such Director or by two or more such Directors together; or

(e) any body corporate, the Board of Directors, Managing Director or Manager whereof, is accustomed to act in accordance with the directions of instruction of the Board, or of any Director or Directors of the Company.

#### Loans etc. to companies

162. The Company shall observe the restrictions imposed on the company in regard to making any loans, giving any guarantee or providing any security to the Companies or bodies corporate under the same management as provided in Section 370 of the Act.

Interested Director not to participate or to vote in Boards proceedings

163. No Director of the Company shall as a Director take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way whether directly or indirectly concerned or interested in such contract or arrangement nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote, it shall be void, provided that the Board of Directors or any of its member may vote on any contract of indemnity against any loss which it or any one or more of its member may suffer by reason of becoming or being sureties or surety for the company. Nothing in this article shall apply to any contract arrangement entered into or to be entered into with a public Company or private company which is subsidiary of public company in which the interest of the Director aforesaid consists solely.

(1) in his being Director of such Company and the holder of not more than shares of such number and value there in as is requisite to qualify him for appointment as a Director there of, he having been nominated as such Director by the Company.

(2) in his being a member holding not more than two percent of its paid up share capital.

This article is subject to the provisions of Sub-section (2) of Section 300 of the Act.

Register of Contracts in which Directors are interested

164. (1) The Company shall keep one or more registers in which shall be entered separately particulars of all contracts and arrangements to which Section 297 or section 299 of the Act applies including the following particulars to the extent they are applicable in each case, namely -

(a) the date of the Contract or arrangement;

(b) the names of the parties thereto;

(c) the principal terms and conditions thereof;

(d) in the case of a contract to which Section 297 of the Act applies or in the case of a contract or arrangement to which sub-section (2) of Section 299 of the Act applies the date on which it was placed before the Board;

(e) the names of the Directors voting for and against the contract or arrangement and the names of those remaining neutral.

(2) Particulars of every such contract or arrangement to which Section 297 of the Act or as the case may be sub-section (2) of Section 299 applies shall be entered in the relevant register aforesaid :

(a) in the case of a contract or arrangement requiring the Board's approval within seven days (exclusive of public holidays) of the meeting of the Board at which the contract or arrangement is approved;

(b) in the case of any other contract or arrangement within seven days of the receipt at the Registered Office of the Company of the particulars of such other contract or within thirty days of the date of such other contract or arrangement whichever is later and the Register shall be placed before the next meeting of the Board and shall be signed by all the Directors present at the meeting.

(c) The register shall be kept at the registered office of the Company, and it shall be open to inspection at such office, and extracts may be taken therefrom and copies thereof may be required by any member of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 163, of the Act shall apply accordingly.

(3) The Register aforesaid shall also specify, in relation to each Director of the Company the names of the firms and bodies corporate of which notice has been given by him under Sub-Section (3) of Section 299 of the Act.

(4) Nothing in clauses (1), (2) and (3) shall apply to any contract or arrangement for the sale, purchase or supply of any goods and materials or services if the value of such goods and materials or the cost of such services does not exceed rupees one thousand in the aggregate in any year.

## ROTATION & APPOINTMENT OF DIRECTORS

Directors may be Directors of companies promoted by the Company  
165. A director may be or become a Director of any Company or in which it may be interested as a vendor, or otherwise, and no such Director shall be accountable for any benefit received as Director or shareholder of such Company except in so far Section 309 (6) or Section 314 of the Act may be applicable.

### Rotation of Director

166. Not less than two-thirds of the total number of Director shall (a) be persons whose period of the office is liable to determination by retirement of Director by rotation and (b) save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.

### Retirement of Director

167. Subject to the provision of Section 256 of the Act and Article 140, 141 to 147 at every annual general meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three the number nearer to one-third, shall retire from office. The Debenture Directors,



Corporation Directors, Special Directors, subject to Article 147, Managing Director or whole time Director if any, shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Director to retire by rotation. In these article a “Retiring Director” means a Director retiring by rotation.

Ascertainment of Directors retiring by rotation and filing of Vacancies

168. Subject to Section 284(5) of the Act, the Director to retire by rotation under Article 167 at every annual general meeting shall be those who have been longest in office since their last appointment, but as between those who become director on the same day, those who are to retire shall in default of and subject to any agreement among themselves, be determined by lot.

Eligibility for re-election

169. A retiring Director shall be eligible for reelection.

Company to fill vacancies

170. Subject to Section 258, 261 and 284 of the Act the Company at general meeting at which a Director retire in manner aforesaid may fill up the vacancy by appointing the retiring director or some other person thereto.

Provisions in default of appointment

171. (a) If the place of retiring Director is not so filled up and meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the time and place, or if that day is a public holiday, at the same time and place.

(b) If the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless :-

(i) at that meeting or the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost;

(ii) the retiring Director has by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so reappointed;

(iii) he is not qualified or is disqualified for appointment;

(iv) a resolution, whether special or ordinary, is required for his appointment or reappointment by virtue of any provisions of the Act; or

(v) the provision to sub-section (2) of Section 263 of the Act is applicable to the case.

Company may increase or reduce the number or remove any Directors

172. Subject to the provisions of Section 252, 255 and 259 of the Act company may, by ordinary resolution, from time to time, increase or reduce the number of Director and may alter qualifications.

Appointment of Directors to be voted individually

173. (1) No motion at any general meeting of the Company shall be made for appointment of two or more persons as Director by a single resolution that shall be so made, has been first agreed to by the meeting without any vote being given against it.

(2) A resolution moved in contravention of clause (1) here of shall be void, whether or not objection was taken at the time of its being so moved; provided that a resolution so moved is passed, no provision for automatic reappointment of retiring Director in default of another appointment as herein before provided shall apply.

(3) For the purpose of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as motion for his appointment.

Notice of candidature for office of Director except in certain cases

174. (1) No person, not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has, atleast fourteen days before the meeting left at the office of the Company a notice in writing under his hand signifying his candidature for the office of a Director or the intention of such member to propose him as a Director for office as the case may be alongwith a deposit of Rs. 500/- (Rupees Five Hundred only) or such sum as may be prescribed by the Act, which shall be refunded to such person or, as the case may be, to such members, if the person succeeds in getting elected as a Director.

(2) The Company shall inform its members of the candidature of the person for the office of Director or the intention of a member to propose such person as a candidate for that office by serving individual notices on the member not less than seven days before the meeting. Provided that it shall not be necessary for the Company to serve individual notice upon the member as aforesaid if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the place where the registered office of the Company is located, of which one is published in the English language and the other in the regional of the place.

(3) Every person (other than a Director retiring by rotation or otherwise or person who has left at the office of the Company a notice under Section 257 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director if appointed.

(4) A person other than :

(a) Director reappointed after retirement by rotation or immediately on the expiry of his term of office, or

(b) an additional or alternative Director or a person filling a casual vacancy in the office of a Director under Section 262 of the Act, appointed as a Director or reappointed as an additional or alternative Director immediately on the expiry of his term of office shall not act as a Director of the Company unless he has within 30 days of his appointment signed and filed with the Registrar consent in writing to act as such Director.

#### Register of Director etc. and notification of change to Registrar

175. (1) The Company shall keep at its Registered office a register containing the particulars of its Directors and other person mentioned in Section 303 of the Act, and shall send to the Registrar a return containing the particulars specifies in such Register, and shall otherwise comply with the provisions of the said section in all respects.

(2) The company shall keep at the registered office a Register showing in respect of each Director of the Company the number, description and amount of any shares in or debentures of the Company or any other body corporate being the Company's subsidiary or holding company which are held by him or in trust for him or of which he has any right to become the holder whether on payment or not as required by section 307 of the Act. Such Register shall be kept open for inspection by any member or debenture holder or the company as required by Section 307 (5) of the Act.

#### Disclosure by Director of appointment to any other body corporate

176. Every Director (including a person deemed to be a Director of the company by virtue of the explanation to sub-section (1) of Section 303 of the Act) Managing Director, Manager or secretary of the company who is appointed to or relinquishes office of Director, Managing Director, Manager or secretary of any other body corporate shall within thirty days of his appointment to, or as the case may be, relinquishment of such office, disclose to the company the particulars relating to the office of body corporate which are required to be specified under sub-section (1) of Section 303 of the Act.

#### Disclosure by Director of their holdings of shares and debentures of the Company

177. Every Director and every person deemed to be Director of the Company by virtue of sub-section (10) of Section 307 of the Act shall give notice to the company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the first meeting of the Board next after it is given.

#### MANAGING DIRECTOR - WHOLE TIME DIRECTOR

Board may appoint Managing Director or Managing Director(s) or Wholetime Director(s)

178. Subject to the provisions of the Act and of these articles, the Board shall have power to appoint from time to time one or more of their body to be Managing Director or Managing Director (as) Director or whole time Director of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions, of any contract between him or them and the company) remove or dismiss him or them from office and appoint another or other in his or their places.

What provision they will be subject to

179. Subject to the provisions of the Act and of these Articles, the Managing Director or the whole time Director shall not, while he continues to hold that office, be subject to retirement by rotation under Article 167 be subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the Director of the Company and he shall ipso facto and immediately cease to be Managing Director or whole time if he ceases to hold office of Director from cause provided that if at any time the number of Directors (including managing director or whole time Director) as are not subject to retirement by rotation shall exceed one third of the total number of the Director for time being, then such of the Managing Director or whole time Director or two or more of them as the Director may from time to time determine shall be liable to retirement by rotation in accordance with the article 167 to the intent that the number or Directors not liable to retirement by rotation shall not exceed one third of the total number of directors for the time being.

Remuneration of Managing or whole time Directors

180. The remuneration of the Managing Director or whole time Director shall (subject to section 309 and other applicable provisions of the Act and of these Articles and of any contract between him and the company) be fixed by the director, from time to time and may be by way of fixed salary and/or perquisites or commission on profits of the Company or by participation in such profits, or by fee each meeting of the Board or by and all these or other modes not expressly prohibited by the Act.

Powers and duties of Managing and or whole time Director

181. Subject to the superintendence, control and direction of the Board the day-to-day management of the company shall be in the hands of the Managing Directors or whole time Directors appointed under Article 178 with power to the Board to distribute such day-to-day management functions among such Directors in any manner as deemed fit by the Board and subject to the provision of the Act and these Articles the Board by resolution vest any such Managing Director or whole time Director or whole time Directors such of the power hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period of periods and upon such conditions and subject to such restrictions as it may determine and Articles confer such powers either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

PROCEEDING OF THE BOARD OF DIRECTORS

#### Meeting of Directors

182. The Director may meet together as a Board for the dispatch of business from time to time and unless the Central Government by virtue of the proviso of Section 285 of the Act otherwise directs, shall so meet at least once in every three months at least four such meetings shall be held in every year. The Director may adjourn and otherwise regulate their meeting as they think fit.

#### Notice of Meetings

183. (1) Notice of every meeting of the Board of Director shall be given in writing to every Director for the time being in India, at his usual address in India to every other Director.

#### When meeting to be convened

(2) A director may at any time and the Secretary upon the request of a Director may at any time shall convene a meeting of the Board of Director by giving a notice in writing to every Director for the time being in India and at this his usual address in India to every other Director, Notice may be given by telegram to any Director who is not in the state of Maharashtra.

#### Quorum

184. (a) Subject to Section 287 of the Act quorum for a meeting of the Board of Directors shall be one third of its total strength excluding Director, if any, whose places may be vacant at the time and 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 at any meeting exceeds or is equal to one third of the total strength, the number of the remaining Directors (that is to say the number of Directors who are not interested) present at the meeting being not less than two shall be the quorum during such time.

(b) for the purpose of clause (a) :

(i) Total strength of the Board of Directors of the Company shall be determined in pursuance of the Act, after deducting there from number of Directors, if any whose places may be vacant at the time, and

(ii) "Interested Director" means any director whose presence cannot by reason of article 163 here of or any other provisions in the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter.

#### Procedure when meeting adjourned for want of quorum

185. If a meeting of the Board could not be held for want of quorum then the meeting shall automatically stand adjourned till the same day in the next week, at the same time and time and place or if that is a public holiday, till the next succeeding day which is not a public holiday at the same time and place.

#### Chairman

186. The Directors from among their number may elect a Chairman and a vice-chairman of the board of Directors. The chairman and in his absence the Vice-chairman, if any, shall preside at all meetings. If no such chairman or Vice-chairman is elected or if at any meeting the chairman as well as the Vice-chairman are not present at the time appointed for holding the same, the Directors present shall choose one of their number to be chairman of such meeting.

#### Questions at Board Meeting how decided

187. Subject to provisions of Sections 316, 372 (5) and 386 of the Act, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes, the chairman shall have second or casting vote.

#### Powers of Board Meeting

188. A meeting of the Board of Director for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions which by or under the Act or the Articles or the regulations for time being of the Company are vested in or exercisable by the board of directors generally.

#### Directors may appoint committees

189. The Board of Directors may subject to the provisions of section 292 other relevant provision of Act and these Article appoint committee of the Board, and delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time revoke and discharge any such committees of the Board either wholly in part and either as to the person or purposes, but every committee of the Boards so formed shall in exercise of the powers so delegated conform to any regulation that may from time to time be imposed on it by the Board of Director. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the hide force and effect as if done by the Board.

#### Meeting of the committee how to be governed

190. The meeting and proceeding of any such committee of the Board consisting of two or more members shall be governed by the provisions here in contained for regulating the meeting and proceeding of the Directors so far as the same are applicable there to and are not superseded by any regulations made by the Directors under the last preceding article.

#### Circular resolution

191. (1) A resolution passed by circular without a meeting of the Board or a committee of the Board appointed under Article 189 shall subject to the provisions of sub-clause (2) here of and the Act be as valid and effectual as the resolution duly passed at meeting of the Director or of a committee duly called and held.

(2) A resolution shall be deemed to have been duly passed by the Board or by a committee there of by circulation, if the resolution, has been circulated in draft together with necessary papers if any, to all the Directors or to all the members of the committee then in India (not being less in number than in the quorum fixed for a meeting of the Board or committee as the case may be) and to all other Directors or members of the committee at their usual addresses in India and has been approved by such of the Director or members of the committee as are in India or by majority of such of them as are entitled to vote on the resolution.

#### Acts of Board of Committee valid notwithstanding defect in appointment

192. All acts done by any meeting of the Board or by a committee of the Board 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 one or more of such Directors or any person acting as aforesaid, or that they or any of them is deemed to give validity to Acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

### POWERS OF THE BOARD

#### Powers of Director

193. The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting but no regulations made by the Company in general meeting shall invalidate any other Act of the Board which would have been valid if that regulation had not been made PROVIDED that the Board shall not, except with the consent of the Company in general meeting :

(a) sell, lease or otherwise dispose of the whole or substantially the whole, of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole or any such undertaking.

(b) remit, or give time for the payment of any debt due by a Director.

(c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of the Compulsory acquisition of any undertaking as is referred to in clause (a); or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;

(d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for specific purposes, or;

(e) Contribute to charitable and other funds not directly related to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed twenty five thousand rupees or five percent of its average net profits as determined in accordance with the provisions of Section 349 and 350 of the Act during the three financial years immediately preceding whichever is greater; provided that the Company in general meeting or the Board shall not contribute any amount to any political party or for any political purpose to any individual or body.

(i) provided further in respect of the matter referred to in clauses (d) and (e) such consent shall be obtained by a resolution which shall specify the total amount upto which money may be borrowed by the Board under clause (d) or as the case may be, total amount which may be contributed to a charitable or other fund in any financial year under clause(s).

(ii) provided further that “temporary loans’ in clause.

(b) above shall mean loan repayable on demand or within six months from the date of the loan such as short term cash credit arrangements, the discounting of bills and the issue of other short term loans not raised for the purpose of financing expenditure of capital nature.

Certain powers to be exercised by the board only at Meeting  
194. Without derogating from the powers vested in the Board of Director under these Articles the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the Meeting of the Board :

(1) (a) The power to make calls on shareholders in respect of money unpaid on their shares;

(b) The power to issue debentures;

(c) The power to borrow moneys otherwise than on debentures;

(d) The power to invest the funds of the Company;

(e) The power to make loans;

Provided that the Board may by resolution passed at a meeting delegate to any committee of Director, Managing Director or any other principal officer of the Company, the powers specified in (c), (d) and (e) to this clause to the extent specified below :

(2) Every resolution delegating the power referred to in sub-clause (1) (c) shall specify the total amount, outstanding at any one time, upto which moneys may be borrowed by the delegates.



(3) Every resolution delegating the power referred to in sub-clause (1) (c) shall specify the total amount upto which the funds of the Company may be invested, and the nature of the investment which may be made, by the delegates.

(4) Every resolution delegating the power referred to in sub-clause (1) (d) shall specify the total amount upto which the loans may be made by the delegates, the purpose for which the loans may be made for each such purpose in individual cases.

(5) Nothing in this Article contained shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on exercise by the Board of any of the powers referred to in sub-clause (a), (b), (c), (d) and clause (1) above.

#### Certain powers of the Board

195. Without prejudice to the general powers conferred by the last preceding article and so as not in any way to limit or restrict those powers and without prejudice to the last preceding article it is hereby declared that the Directors shall have the following powers that is to say, power :-

(1) to pay the costs, charges and expenses preliminary and incidental to the formation, promotion, establishment and registration of the Company;

(2) to pay and charge to the Company any commission or interest lawfully payable thereat under the provisions of Sections 76 and 208 of the Act.

(3) subject to the Sections 202 and 207 of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at or for such price or consideration and generally on such terms and conditions as they think fit and in any such purchase or other acquisition accept such title as the Director may believe or may be advised to be reasonably satisfactory.

(4) at their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, mortgages or other securities may be either specially charged upon all or any part of the property of the company and its uncalled capital or not so charged.

(5) to secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit;

(6) to accept from, any member so far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;

(7) to appoint any person to accept and hold in trust for the Company property belonging to the Company, in which it is interested or for any other purposes and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trust or trustees.

(8) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment on satisfaction of any debts due, and of any claims or demands by or against the Company and to refer any differences to arbitration, either according to Indian Law or according to foreign law and either in India or abroad and observe and perform or challenge any award made therein;

(9) to act on behalf of the Company in all matters relating to bankrupts and insolvents;

(10) to make and give receipts, releases and other discharge for moneys to the Company and for the claims and demands in Company's own name;

(11) subject to the provisions of Sections 292, 293 (1), 295, 369, 370, 372 and 373 of the Act to invest and deal with any moneys of the Company not immediately required for the purposes thereof, upon such security (not being shares of this Company) or without security and in such manner as they may think fit, and from time to time to vary or realise such investments, same as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name;

(12) to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as Principal, or surety, for the benefit of the Company, such mortgage of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;

(13) to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose;

(14) to distribute by way of bonus amongst the staff of the Company, a share or shares in the profits of the Company, and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of working expenses of the Company;

(15) to provide for the welfare of Directors or Ex-Directors or employees or ex-employees of the Company and wives, widows and families or the dependants or connections of such persons, by building of houses, dwellings or chaws or by grants of money, pensions, gratuities, allowances, bonus or other payments, or by creating and

from time to time subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit; and subject to the provisions of the Sections 293 (1) (e) of the Act to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or the public and general utility or otherwise.

(16) before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation fund, or to insurance fund, or as a reserve fund or sinking fund or any special fund to meet contingencies or to repay debentures or debenture stock or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause) as the Board may, in their absolute discretion think conducive to the interest of the Company, and subject to Section 292 of the Act, to invest several sums so set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company notwithstanding that the matters to which the Board apply or upon which the Capital moneys of the Company might rightly be applied or expended; and to divide the reserve fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a reserve fund or division of a Reserve fund to another Reserve fund and/or division of a reserve above funds including the depreciation fund, in the business of the Company or in purchase or repayment of debentures or debenture stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, not exceeding nine percent per annum.

(17) to appoint, and at their discretion remove or suspend such general manager, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries, or emoluments, or remuneration, and to require security in such instances and to such amounts as they may think fit, and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit; and the provisions contained in the three next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.

(18) to comply with the requirements of any local law which in their opinion it shall in the interest of the Company, be necessary or expedient to comply with;

(19) from time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such local Boards, and to fix their remuneration;

(20) subject to the section 292 of the Act, from time to time, and at any time to delegate to any person so appointed any of the powers, authorities, and discretions for the time being vested in the Board, and to authorise the members for the time being of any such local Board, or any of them to fill up any vacancies there in and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation;

(21) at any time and from time to time by power of Attorney under the seal of the Company, to appoint any persons to be Attorneys of the Company, for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these presents and excluding also except in limit authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointments may (if the Board thinks fit) be made in favour of the members or any of the members of any local board established as aforesaid or in favour of any Company, or the share holders, Directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated directly or indirectly by the Board and any such powers of Attorney may contain such powers for the protection or convenience of persons enabling any such delegated attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them;

(22) subject to Sections 294, 287 and 300 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;

(23) from time to time to make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants.

## MINUTES

### Minutes to be considered evidence

196. (1) The Company shall cause minutes of all proceedings of general meeting and of all proceedings of every meeting of the Board of Directors or of any committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned entries there of in books kept for that purpose with their pages consecutively numbered.

(2) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed :

(a) in the case of minutes of proceedings of a meeting of the Board or of a committee there of by the Chairman of the said meeting or the Chairman of the next succeeding meeting;

(b) in case of minutes of proceedings of the general meeting; by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Director duly authorised by the Board for the purpose.

(3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(4) The minutes of each meeting shall contain a fair and correct summary of the proceedings there at.

(5) All appointments of officers made at any of the meeting aforesaid shall be included in the minutes of the meeting.

(6) In the case of a meeting of the Board of Director or of a Committee of the Board, the minutes shall contain :

(a) the names of the Directors present at the meeting;

(b) in the case of each resolution at the meeting the names of the Directors if any dissenting from or not concurring with the resolution.

(7) Nothing contained in clause (1) to (6) here of shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting :

(a) is or could reasonably be regarded as defamatory of any person;

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interests of the Company.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this sub-clause.

Minutes to be evidence of the proceedings

197. The minutes of meeting kept in accordance with the provisions of Section 193 of the Act shall be evidence of the proceedings recorded there in.

Presumptions to be drawn where minutes duly drawn and signed

198. Where the minutes of the proceedings of any general meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of section 193 of the Act until the contrary is proved, the meeting shall be deemed to have been duly called and held all proceedings there at to have been duly taken place and in particular all appointments of Directors or liquidators made at the meeting shall be deemed to be valid.

Inspections of minutes Books of General Meetings

199. (1) The books containing the minutes of the proceedings of any general meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 186 of the Act be determined by the Company in general meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.

(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of thirty-seven paise for every hundred words or fractional part thereof required to be copied.

Publication of Report of proceedings of General Meeting

200. No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 193 of the Act to be contained in the minutes of the proceedings of such meeting.

## MANAGEMENT

Prohibition of simultaneous appointment of different categories of managerial personnel

201. The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel, namely :

- (a) Managing Director
- (b) Manager

## SECRETARY

Secretary

202. The Directors may from time to time appoint, and at their discretion remove any individual (hereinafter called “the Secretary”) to perform any functions, which by the Act are to be performed by the Secretary, and to execute any other purely ministerial or administrative duties, which may from time to time be assigned to the Secretary by the

Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company.

## THE SEAL

The Seal, its custody and use

203. (1) The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody, of the Seal for the time being, under such regulations as the Board may prescribe;

(2) The Seal shall not be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and the presence of at least one Director of the Company, who shall sign every instrument to which the seal is affixed. Provided nevertheless that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same. Provided further that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Issue of share certificates) Rules 1960, and their statutory modifications, for the time being in force.

## DIVIDEND WARRANTS

Division of profit

204. (1) 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.

(2) 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 shares.

(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

The Company in general meeting may declare dividends

205. The Company in general meeting may declare dividends to be paid to members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 207 of the Act, but not dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.

Dividend out of profits only

206. (1) No dividend shall be declared or paid by the Company for any financial year except out of the profits of the Company for that year arrived at after providing for depreciation in accordance with the provisions of sub-clause (2) or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both or out of moneys provided by the Central Government for the payment of dividend in pursuance of a guarantee given by the Government.

(2) The depreciation shall be provided either :

(a) to the extent specified in Section 350 of the Act, or

(b) in respect of each item of depreciable asset, for such an amount as is arrived at by dividing 95 per cent of the original cost thereof to the Company by the specified period in respect of such assets, or

(c) on any other basis approved by the Central Government which has the effect of writing off by way of depreciation 95 percent of the original asset on the expiry of the specified period, or

(d) as regards any other depreciable asset for which no rate of depreciation has been laid down by the Indian Income-Tax Act, 1961 or the Rules made thereunder on such basis as may be approved by the Central Government by any general order published in the Official Gazette or by special order in the case of the company.

PROVIDED that where depreciation is provided for in the manner laid down in clause (b) or clause (c) then in the event of depreciated assets being sold, discarded, demolished or destroyed, the written down value thereof at the end of the financial year in which the assets is sold, discarded, demolished or destroyed shall be written off in accordance with the proviso to Section 350 of the Act.

(3) No dividend shall be payable except in cash, provided nothing in this article shall be deemed to prohibit the capitalisation of the profits or reserves of the company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by members of the Company.

(4) Nothing in this article shall be deemed to affect in any manner the operation of Section 208 of the Act.

(5) For the purposes of this Article 'specified period' in respect of any depreciable asset shall mean the number of years at the end of which at least 95 per cent of the original cost of that asset to the Company will have been provided for by way of depreciation, if depreciation were to be calculated in accordance with the provisions of Section 350 of the Act.



#### Interim Dividend

207. The Board of Directors may from time to time, pay to the members such interim dividends as in their judgment the position of the Company justifies.

#### Debts may be deducted

208. The Directors may retain any dividends on which the Company has lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

#### Capital paid up in advance at interest not to earn dividend

209. Where capital is paid in advance of calls such capital may carry interest but shall not in respect thereof confer a right to dividend or participate in profits.

#### Dividends in proportion to amount paid-up

210. All dividends shall be apportioned and paid proportionate 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 dividends as from a particular date such share shall rank for dividend accordingly.

#### Retention of Dividends until completion of transfer under Article 71

211. The Board of Directors may retain the dividend payable upon shares in respect of which any person under articles 71 has become entitled to be a member, or any person under that articles is entitled to transfer, until such person shall becomes a member, in respect of shares or shall duly transfer the same.

No member to receive dividend whilst indebted to the Company and the Company's right of reimbursement thereof

212. No Member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however either alone or jointly with any other person or persons) and the Board of the Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.

#### Effect of Transfer of Shares

213. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

#### Dividend to joint Holders

214. Any one of several persons who are registered as joint-holders of any shares may give effectual receipts for all dividends or bonus and payment on account of dividends in respect of such share.

#### Dividend how remitted

215. The dividend payable in cash may be paid by cheque or warrant sent through Post direct to the registered address of the share holder entitled to the payment of the dividend

or in the case of joint holders to the registered address of that one of the joint-holders which is first named on the register of members or to such person and to such address as the holder or the joint-holder may in writing direct. The Company shall not be liable or responsible for any Cheque or Warrant or pay slip or receipt lost in transmission or for any dividend lost, to the member or person entitled there to by the forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt of the fraudulent recovery of the dividend by any other means.

#### Notice of Dividend

216. Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holder of share in the manner provided.

#### Dividend to be paid within forty-two days

217. The Company shall pay the dividend or send the warrant in respect thereof to the share-holder entitled to the payment of dividend, within forty two days from the date of the declaration unless :

(a) where the dividend could not be paid by reason of the operation of any law;

(b) where a share-holder has given directions regarding the payment of dividend and those directions cannot be complied with;

(c) where there is a dispute regarding the right to receive the dividend;

(d) where the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder; or

(e) where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

#### Unclaimed Dividends

218. No unclaimed or unpaid dividend shall be forfeited by the Board. In regard to unclaimed dividends the provisions of sec. 205A and 205B of the Companies Act, 1956 shall be followed.

#### No interest on dividends

219. No unpaid dividend shall bear interest as against the Company.

#### Dividend and call together

220. Any general meeting declaring a dividend may upon the recommendation of the Directors make a call on the members of such amount as a meeting fixes but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the Company and the Members, be set off against the calls.

## CAPITALISATION

### Capitalisation

221. (1) The Company in General Meeting may upon the recommendation of the Board, resolve :-

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the company's reserve accounts, or to the credit of the profit and loss account or otherwise available for distribution, and

(b) that such sum be accordingly set free for distribution in the manner specified in Clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in Clause (3) either in or towards :-

(i) paying up any amount for the time being unpaid on any share held by such members respectively;

(ii) paying up in full unissued shares of the company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportions aforesaid; or

(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).

(3) A share premium account and capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

(4) The Board shall give effect to the resolution passed by the Company in pursuance of the regulation.

(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall :-

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotment and issues of fully paid shares, and

(b) generally do all acts and things required to give effect thereto.

(2) The Board shall have full power :

(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in the case of share or becoming distributable in fractions; and also;

(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 the profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares.

(3) Any agreement made under such authority shall be effective and binding on all such members.

(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.

## ACCOUNTS

### Books to be Kept

222. (1) The Company shall keep at its registered office proper books of accounts as would give a true and fair view of the state of affairs of the Company or its transaction with respect to :

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;

(b) all sales and purchases of goods by the Company; and (c) the assets and liabilities of the company provided that all or any of the books of accounts aforesaid may be kept at such other place in India as the Board of Directors so decides. The Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.

(c) The assets and liabilities of the Company.

(2) where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause (1) if proper books of account relating to the transactions effected at the branch are kept at that office and proper summarised returns made upto date at intervals of not more than three months are sent by the branch office to the Company at its registered office or the other place referred to in sub-clause (1).

The books of accounts and other books and papers shall be open to inspection by any Director during business hours.

Inspection by members

223. (a) The Director 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.

(b) No member (not being a Director) shall have any right of inspecting any account books or documents of the Company except as allowed by law or authorised by the Board or the company in general meeting.

Statement of Account to be furnished to general meeting

224. The Board of Directors shall from time to time in accordance with Section 210, 212 and 217 of the Act, cause to be prepared and laid before each annual general meeting a Profit and Loss Account for the financial year of the company and a Balance Sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.

Form and contents of Balance Sheet and Profit and Loss Account

225. (1) Every Balance Sheet of the Company shall give a true and fair view of the state of affairs of the Company as at the end of the financial year and subject to the provisions of Section 211 of the Act, be in the form set out in Part I of Schedule VI to the Act or as near thereto as circumstances admit or in such other form as may be approved by the Central Government either generally or in case of the Company and in preparing the Balance Sheet due regard shall be had, as far as may be to the general instructions for preparation of Balance Sheet under the headings "Notes" at the end of the report.

(2) Every Profit and Loss Account of the Company shall give a true and fair view of the Profit and Loss of Company for the financial year and shall comply with the requirements of Part II of Schedule VI to the Act, so far as they are applicable thereto.

Authentication of Balance Sheet and Profit and Loss Account

226. (1) Every Balance Sheet and every Profit and Loss Account of the Company shall be signed on behalf of the Directors by the manager or Secretary, if any, and by not less than two Directors of the Company one of whom shall be a Managing Director where there is one PROVIDED that if there is only one Director present in India at the time, the Balance Sheet and the profit and Loss Account shall be signed by such Director but in such a case there shall be sub-joined to the Balance Sheet and the Profit and Loss account a statement signed by such Director explaining the reason for non-compliance with the aforesaid provision requiring the signature of two Directors.

(2) The Balance Sheet and the Profit and Loss Account a statement by the Directors before they are signed on their behalf and before they are submitted to the Auditors for their report thereon.

(3) The Profit and Loss Account shall be annexed to the Balance Sheet and Auditors Report (including the Auditor's separate, special or supplementary report, if any) shall be attached thereto.

#### Director's Report

227. (1) There shall be attached to every Balance Sheet laid before the Company in General Meeting a report by the Directors with respect to :

- (i) the state of the Company's affairs;
- (ii) the amounts, if any, which they propose to carry to any reserves in such Balance Sheet;
- (iii) the amount, if any, which they recommended should be paid by way of dividend; and
- (iv) the material charges and commitments, if any affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the Report.

(2) The Directors Report shall, so far as is material for the appreciation of the state of the Company's affairs by its members and will not in the Directors opinion be harmful to the business of the Company or any of its subsidiaries, if any, deal with any changes which have occurred during the financial year:

- (a) in the nature of the Company's business;
- (b) in the company's subsidiaries or in the nature of the business carried on them; and
- (c) generally in the classes of business in which the Company has an interest.

(3) The Directors shall give the fullest information and explanation in the report aforesaid, or in cases falling under the proviso to Section 222 of the Act in an addendum to that report on every reservation, qualification or adverse remark contained in the Auditors report.

(4) The Directors Report and any addendum thereto shall be signed by its chairman if he is authorised in that behalf by the Directors and where he is not so authorised; shall be signed by such number of Directors as are required to sign the

Balance Sheet and the Profit & Loss Account of the Company by virtue of clauses of the preceding Article.

Right of member to copies of Balance Sheet and Auditors Report

228. A copy of every balance sheet (including the profit and loss account, the auditors report and every other document required by law to be annexed or attached as the case may be, to the balance sheet) which is to be laid down before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company, during working hours for a period of twenty one days before the date of the meeting.

A copy of the documents aforesaid or a statement containing the salient features of such documents in the prescribed form, will be sent to every Member of the Company and to every trustee for the holders of any debentures issued by the Company, not less than twenty one days before the date of the meeting as laid down in Section 219 of the Act, and all the rest of the provisions of this Section shall apply in respect of the matters referred to in this Article.

Provided that it shall not be necessary to send copies of the documents aforesaid :

(i) to a member or to holder of debentures of the Company who is not entitled to have notices of general meetings of the Company sent to him and of whose address the Company is unaware.

(ii) to more than one of the joint-holders of any shares or debentures none of whom is entitled to have such notices sent to him.

(iii) in the case of joint-holders of any shares or debenture some of whom are not entitled to have such notices sent to them, to those who are not so entitled.

Provided that if the copies of the documents aforesaid are sent less than twenty one days before the date of meeting, they shall notwithstanding that fact be deemed to have been duly sent, if it is agreed by all the members entitled to attend vote at the meeting.

(2) Any member or holder of debentures of the Company whether he is or is not entitled to have copies of the Company's Balance Sheet sent to him shall, on demand be entitled to be furnished without charge, and any person from whom the Company has accepted a sum of money by way of deposit, shall on demand accompanied by the payment of a fee of one rupee, be entitled to be furnished, with a copy of the balance sheet of the Company and of every document required by law to be annexed or attached thereto including the Profit and Loss Account and the Auditor's Report.

Three copies of balance sheet etc. to be filed with Registrar

229. (1) The Company shall within thirty days from the date on which the Balance Sheet and Profit and Loss Account shall have been laid before the Annual General Meeting, file with the Registrar of Companies, three copies of the Balance Sheet and

Profit and Loss Account signed by the Managing Director, Manager, Secretary of the Company or if there be none of these, by a Director of the Company together with three copies of all documents which are required by the Act to be annexed or attached to such Balance Sheet or Profit and Loss Account.

(2) If any annual general meeting of the Company before which a Balance Sheet is laid as aforesaid does not adopt the Balance Sheet, a statement to that fact and of the reason therefor shall be annexed to the Balance Sheet and the copies thereof required to be filled with the Registrar of Companies.

## AUDIT

### Accounts to be audited

230. Once at least every year the accounts of the Company shall be balanced and audited and the correctness of the profit and loss Account and Balance Sheet ascertained by one or more auditor or auditors.

### Appointment of auditors

231. (1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 224 to 229 of the Act.

(2) The Company shall at each annual general meeting appoint an Auditor or Auditors to hold office from conclusion of that meeting until the conclusion of the next annual general meeting and shall within seven days of the appointment give intimation thereof to the Auditors so appointed unless he is retiring Auditor.

(3) At any annual general meeting a Retiring Auditor by whatsoever authority appointed shall be reappointed unless :

- (a) he is not qualified for re-appointment
- (b) he has given the Company notice in writing of his unwillingness to be re-appointed.
- (c) a resolution has been passed at that meeting appointing somebody instead of him or providing expressly that he shall not be re-appointed; or
- (d) where notice has been given of an intended resolution to appoint some person or persons in the place of a retiring Auditor, and by reason of the death, incapacity or disqualification of that person or of all those persons as the case may be, the Resolution cannot be proceeded with.

(4) Where at annual general meeting no auditors are appointed or re-appointed the Central Government may appoint a person to fill the vacancy.



(5) The Company shall, within seven days, of the Central Government's power under the sub-clause (4) becoming exercisable give notice of that fact to that Government.

(6) The Directors may fill any casual vacancy in the office of Auditor, but while any such vacancy continue, the surviving or continuing Auditor or Auditors (if any) may act but where such vacancy is caused by the resignation of an auditor the vacancy shall only be filled by the company in general meeting.

(7) A person, other than a retiring Auditor, shall not to be capable of being appointed at an annual general meeting unless special notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 190 of the Act and the Company shall send a copy of any such notice to retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all the other provisions of Section 225 of the Act shall apply in the matter. The provision of this sub-clause shall also apply to a resolution that retiring Auditor shall not be reappointed.

Account when audited and approved to be conclusive except as to errors discovered within 3 months

232. Every account when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall be corrected and henceforth shall be conclusive.

## DOCUMENTS AND NOTICE

Service of documents or notices of members by the Company

233. (1) A document or notice may be served by the Company on any member thereof either personally or by sending it by post to him to his registered address or if he has no registered address in India, to the address if any, within India supplied by him to the Company for serving documents or notice on him.

(2) Where a document or notice is sent by post :

(a) service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company sufficient money for such extra services, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member; and

(b) such service shall be deemed to have been effected :

(i) in the case of notice of meeting at the expiration of forty eight hours after the letter containing the same is posted; and

(ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

(3) A Document or notice advertised in a newspaper circulating in the neighborhood of the registered office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company any address within India for giving notices to him.

(4) A document or notice may be served by the Company on the joint-holders of a share by serving it on the joint-holder named first in the register in respect of the share.

(5) A document or notice may be served by the Company on the person entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter, addressed to them by name or by title of representatives of the deceased, or assignees of the insolvent or by any like description at the address if any, in India supplied for the purpose by the person claiming to be so entitled or until such an address has been so supplied, by serving the document or notice in any manner in which the same might have been served if the death or insolvency had not occurred.

(6) The signature to any document or notice to be given by the Company may be written or printed or lithographed.

To whom documents must be served or given

234. Document or notice of every general meeting shall be served or given in same manner hereinbefore authorised on or to (a) every person entitled to a share in consequence of the death or insolvency of a member and (b) the auditor or auditors for the time being of the company. PROVIDED that when the notice of the meeting is given by advertising the same in newspaper circulating in the neighborhood of the office of the Company under article 101 a statement of material facts referred to in article 102 need not be annexed to the notice, as is required by that article but it shall merely be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

Members bound by documents or notices served on or given to previous holders

235. Every person who by operation of law, transfer or other means whatsoever, shall become entitled to any share be bound by every document or notice in respect of such share, which prior to his name and address being entered in the Register of Members, shall have been duly served on or given to the person from whom he derived his title to such share.

#### Service of documents on Company

236. A document may be served on the Company or on officer thereof by sending it to the Company or officer at the registered office of the Company by post under a certificate of posting or by registered post or by leaving it at its registered office.

#### Service of documents by Company on the Registrar of Companies

237. A document may be served on the Registrar of Companies by sending it to him at his office by post under a certificate of posting or by registered post or by delivering it to or leaving it for him at his office.

#### Authentication of documents and proceedings

238. Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the Company may be signed by a Director, the Manager or the Secretary or other authorised officer of the Company and need not be under the common seal of the Company.

### REGISTERS AND DOCUMENTS

#### Registers and documents to be maintained by the Company

239. The Company shall keep and maintain registers, books and documents as required by the Act or these Articles, including the following :

(1) Register of Investments made by the Company but not held in its own name as required by Section 49 (7) of the Act and shall keep it open for inspection of any member or debenture holder of the Company without charge.

(2) Register of Mortgages and charges as required by Section 143 of the Act and instrument creating and shall keep it open for inspection of any creditor or member of the Company without fee and for the inspection of any person on payment of a fee of rupee one for each inspection.

(3) Register and Index of Members as required by Sections 150 and 151 of the Act and shall keep the same open for inspection of any member or debenture holder without fee and of any other person on payment of a fee of rupee one for each inspection.

(4) Register and Index of Debenture holders under Section 152 of the Act and keep it open for the inspection of any member or debenture holder without fee and of any other person on payment of Rupee one for each inspection.

(5) Foreign Register, if so thought fit, as required by Section 157 of the Act and it shall be open to inspection and may be closed and extracts may be taken therefrom and copies thereof may be required in the manner, mutatis mutandis, as is applicable to the Principal Register.

(6) Register of Contracts, and companies and firms in which Directors are interested as required by Section 301 of the Act and shall keep it open for inspection of any member free of charge.

(7) Register of Directors, and Secretary, etc. as required by Section 303 of the Act and shall keep it open for inspection of any member of the Company without charge and of any other person on payment of a fee of rupee one for each inspection.

(8) Register as to holdings by Directors of shares and/or debentures in the Company as required by Section 307 of the Act and shall keep it open for inspection of any member or debenture holder of the Company on any working day during the period beginning fourteen days before the date of the Company's annual general meeting and ending three days after the date of its conclusion.

(9) Register of Investments made by the Company in shares and debentures of bodies corporate as required by Section 372 of the Act.

(10) Books recording minutes of all proceedings of general meeting and all proceedings at meeting of its Board of Directors or of committees of the Board in accordance with the provisions of Section 193 of the Act.

(11) Copies of Annual Returns prepared under Section 159 of the Act together with the copies of certificates and documents required to be annexed thereto under Section 161 of the Act.

(12) Register of loans as required by Section 370 of the Act.

#### Inspection of Registers

240. The Register mentioned clause 9 and 12 of the foregoing Article and the minutes of all proceedings of general meetings shall be open to inspection and extracts may be taken therefrom and copies thereof may be required by any member of the Company in the same manner to the same extent and on payment of the same fees as in case of the Register of Members of the Company, as provided for in clause 3, hereof. Copies of entries in the Registers mentioned in the foregoing article shall be furnished to the persons entitled to the same on such days and during such business hours as may consistently with the provisions of the Act in that behalf be determined by the Company in general meeting.

#### WINDING UP

##### Distribution of Assets

241. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the member in the proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively, and if in a

winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up or which ought to have been paid up on the share held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

#### Distribution in specie or kind

242. (1) If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a special resolution divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the sanction, shall think fit.

(2) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributories (except where unalterable fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined upon, any contributory who would be prejudiced thereby shall have a right to dissent any ancillary rights as if such determination were a special resolution passed pursuant to Section 494 of the Act.

(3) In case any shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the liquidators shall if practicable act accordingly.

#### Right of shareholders in case of sales

243. A special resolution sanctioning a sale to any other Company duly passed pursuant to Section 494 of the Act may; subject to the provisions of the Act in like manner as aforesaid determine that any shares or other consideration receivable by the liquidator be apportioned amongst the members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the members subject to the rights of dissent and consequential rights conferred by the said section.

### INDEMNITY

#### Directors and other rights to indemnity

244. Subject to provisions of Section 201 of the Act, every Director or officer or servant of the Company or any person (whether an officer of Company or not) employed by the Company as Auditor, shall be indemnified by the Company against all claims and it shall be the duty of the Directors out of the funds of the Company to pay all costs, charges, losses and damages which any such person may incur or become liable to by reason of any contract entered into or act or thing done, concurred in or omitted to be

done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Officer or Auditor or other Officer of the Company in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court.

Director, Officer not responsible for acts of others

245. Subject to the provisions of Section 201 of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglect or defaults of any other Director or officer or for joining in any receipt or other Act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damages arising from the insolvency or tortious act of any person, firm or company to or with whom any moneys, securities or effects shall be entrusted or any loss occasioned by any error of judgment, omission, default or oversight on his part or for any other loss, damage, or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

SECRECY CLAUSE

Secrecy Clause

246. Every Director, Manager, Auditor, Treasurer, Trustees, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required, by the Director, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company with the customers and the state of accounts with individuals and in matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions, in these presents contained.

No member to enter the premises of the Company without permission

247. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the company without the permission of the Directors or Managing Director or to require discovery of or any information respecting any detail of the Company's trading, or any matter which is or may be in the nature of a trade secret, to mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Director, it would be inexpedient in the interest of the company to disclose.

We the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a company in pursuance of these **ARTICLES OF ASSOCIATION** and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names :

Sr. No	Names, addresses, descriptions and occupations of subscribers	No. of equity Shares taken	Signature of Subscriber	Signature of the Witness, his Address, Description & Occupation
1.	<b>SMT. SUSHILABEN B. SHAN</b> W/O. SHRI B.S. SANGHANI JOSHIWADI, DR. MUNJE MARG, SITABULDI, NAGPUR. <b>BUSINESS</b>	10 (TEN) EQUITY SHARES	SD/-	SD/- <b>SANDEEP BATTA</b> <b>CHARTERED ACCOUNTANT</b> C/O. SHAH & BATTA, JOSHIWADI, DR. MUNJE ROAD, SITABULDI, NAGPUR – 440 012.
2.	<b>MR. PANKAJ B. SHAH</b> S/O. SHRI B.S. SANGHANI JOSHIWADI, DR. MUNJE MARG, SITABULDI, NAGPUR. <b>BUSINESS</b>	10 (TEN) EQUITY SHARES	SD/-	

**NAGPUR** dated this **3rd** day of **September, 1987**