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SHRUTI & CO. 7-8/1/19

Mutia

Chennai

THE INDIAN COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association

BEEYU OVERSEAS LIMITED



Co. No. 21-57989

[कंपनी अधिनियम, 1956 की धारा 18 (1)]
[Section 18(1) of Companies Act, 1956]

उद्देश्यों के परिवर्तन की पुष्टि करने वाले न्यायालय के आदेश
के रजिस्ट्रीकरण का प्रमाण पत्र
CERTIFICATE OF REGISTRATION OF ORDER OF COURT
CONFIRMING ALTERATION OF OBJECTS

ने विशेष संकल्प द्वारा उद्देश्यों की प्रकृति अपने समक-जापन, उपबन्धों में परिवर्तन कर दिया है और ऐसे परिवर्तन की तारीख के आदेश द्वारा पुष्टि कर दी गई है।

The BEEYU OVERSEAS LIMITED having by special resolution altered the provision of its Memorandum of Association with respect to its objects and such alterations having been confirmed by an order of passed on 07-09-2004 U/s-17 of the Companies Act, 1956. F/23 filed on-06-10-2004

bearing dated the मैं एकापक्षीय प्रमाणित करता हू कि उक्त आदेश की प्रमाणित प्रति उपापरिवर्तित समक-जापन की मुद्रित प्रति सहित इस दिन रजिस्ट्रीकृत कर दी गई है।

I hereby certify that certified copy of the said order together with the printed copy of the Memorandum of Association as altered has this day been registered मेरे हस्ताक्षर में उद्योग नीति और तारीख को दिया गया।

Given under my hand at KOLKATA this 05th day of NOVEMBER one thousand two hundred and TWO THOUSAND FOUR

Ac २१० सी० ५
S.C.-5

For Registrar
सहायक सचिव (रजिस्ट्रार) (१.०.१)
Wall, BODDAR of Companies (W.B.)
कोलकाता: Kolkata-700020



सत्यमेव जयते

Form I. R.

CERTIFICATE OF INCORPORATION

No. 21-57984 of 1993

I hereby certify that **BEEYU OVERSEAS LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

Given under my hand at **CALCUTTA** this **FOURTH** day of **MARCH** One thousand nine hundred and **NINETY THREE**.

The Seal of
The Registrar of
Companies,
West Bengal

Sd/-
(**D. K. BISWAS**)
Registrar of Companies
West Bengal



CERTIFICATE FOR COMMENCEMENT OF BUSINESS

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

No. 21-57984 of 1993

I hereby certify that **BEEYU OVERSEAS LIMITED**, which was incorporated under the Companies Act, 1956 on the 4th day of **MARCH, 1993** and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149(1)(a) to (d)/149(2)(a) to (c) of the said Act, have been complied with is entitled to commence business.

Given under my hand at **CALCUTTA** this **FOURTEENTH** day of **MAY** One thousand nine hundred and **NINETY THREE**.



Sd/-
(D. K. BISWAS)
Registrar of Companies
West Bengal

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
BEEYU OVERSEAS LIMITED

- I. The name of the Company is BEEYU OVERSEAS LIMITED.
- II. The Registered Office of the Company shall be situated in the State of West Bengal.
- III. The objects for which the Company is established are :
 - A. **Main objects to be pursued on incorporation :**
 - a. To act as liaison officer, representatives in any capacity, consignees, commission agent, arhatiyas, middleman, brokers, factors or contract agents for any government, government body, statutory body, body corporate, firm, individuals or any other entity, legal or otherwise whether in India or outside.
 - b. To export and import whether as principal agent, representative or otherwise any goods, article, commodity, machinery, agricultural produce item, document, service, technical know-how, patent, software or the like.
 - c. To grow, raise, tend, cultivate tea, coffee, cinchona, rubber and other produce and to establish, acquire, maintain and carry on the business of planters, cultivators, manufacturers, producers, growers, processors, re-processors, sellers, retailers, whole-sellers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, consignors, jobbers, brokers, concessionaries and dealers in and with all kinds of tea, tea seeds, tea leaves, tea plants, coffee, coffee beans, coffee plants, coffee seeds, cinchona, rubber, vegetable, oil seeds, cotton sugar, jute, vegetable oil, edible oil, minerals, petrol chemicals and other produce of the soil in all or any of its branches to prepare, manufacture and render marketable any such produce and to sell, export, dispose off and deal in any such produce either, in its prepared, manufactured or raw state and to manufacture and sell tea boxes, seed boxes, tea machineries and spare parts, insecticides, germicides, fungicides, pesticides, general stores, tractors, trailers, power tillers, irrigation equipments all kinds of farm and agricultural machinery, implements and other articles in connection with the cultivation, manufacture, packing and sale of tea, coffee and other produce of the soil.
 - B. **Objects incidental or ancillary to the attainment of main objects :**
 1. To acquire by fabrication, purchase, lease, exchange, hire or otherwise any immoveable property including lands, buildings, offices, godowns, store houses, establishments, hereditaments and any estate or interest therein or rights connected herewith or any moveable property, in particular, machinery, plant, stock-in-trade, boats, vessels, ships, aircrafts, vehicles.
 2. To apply for, purchase or otherwise acquire and protect, prolong, improve and renew, whether in India or outside, any patent, patent rights, licences, protections, concessions and the like, conferring any exclusive or limited rights useful or likely to be useful to the Company, directly or indirectly and to use, exercise, develop or grant licenses or privileges in respect of, or otherwise turn to account the property, such rights and to expend money for testing, experimenting and researching regarding acquisition or improvement of any patents, patent rights, inventions and such other rights.

3. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business hereto mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn the same to account
4. To lend money or property with or without security to such person or entities and on such terms as may seem expedient, and in particular to customers of, and other persons having dealing with the Company and to guarantee the payment of moneys or performance of contracts and obligations in connection with Company's business, but not amounting to banking business.
5. To raise money by issue of bonds or as loans and deposits from shareholders, directors, banks, state financial corporations, public financial institutions and others either secured or unsecured but not amounting to banking business.
6. To issue debentures, secured or unsecured and with or without an option to the debenture holder to convert full or a part of debenture money into shares in a specified manner.
7. To invest moneys of the Company in share, debentures, debenture stocks and securities issued by other companies, corporation statutory bodies, governments and entities.
8. To send money on research and development and to give donation and scholarship for research and development to any research agency including schools, colleges, centers and institutions.
9. To promote and sponsor activities for national welfare or social, economic or moral upliftment of any section of the public in India or abroad and to give donation or scholarship for any welfare work including for welfare of employees, ex-employees and their dependents with power to the Directors to transfer, with or without consideration, or divest the ownership of the property of the Company to or in favour of any Public Body or Authority, Institution, Trust or Government engaged in such activities.
10. To amalgamate or merge with or absorb or promote any other company, corporation or any other legal entity, incorporated or otherwise.
11. To enter into partnership, joint venture, financial and/or technical collaboration or technical know-how agreement with any local, state or central government other country or any other entity, incorporated or otherwise.
12. To do all other acts incidental, necessary or conducive to attainment of any of the objects of the Company.
13. To let out on hire, lease or otherwise, any of the Company's properties not immediately required for company's business.
14. To do all or any of the objects of the Company in any part of the world whether as principal, agent, trustee, contractor or otherwise and either alone or in conjunction with others or by agents sub-contractors, trustees or otherwise.

C. Other objects not indicated in (A) and (B) above :

1.
 - a) To develop, buy, import or otherwise acquire, sell, export or otherwise dispose computer software and hardware.
 - b) To carry on the business of all types of data processing services and to sell computer time and services relating to system designing and programming and customer education in the area relating to data processing, feasibility studies requirement survey and cost benefit analysis for selection of computer systems and other allied services.
 - c) To impart education and train people in data processing services, computer programming, system designing and allied services including computer hardware.
2.
 - a) To prepare, process, spin, weave, knit, comb, dye, manufacture, buy, sell, import, export, exchange and deal in cotton, wool, silk, art silk, rayon, flax, hemp, jute and other synthetic & non-synthetic fibrous substances, as well as in linen cloth and other goods and fabrics whether textile, felted, netted or looped.
 - b) To carry on the business of manufacturers, dealers, agents, factors, importers, exporters, merchants and financiers of all kinds, fibre cords of all kinds and fabrics of all kinds mixed with or without mixing, materials like wool, cotton, metallic, synthetic or other fibres of vegetable, mineral or animal origin, manufacturing such fibres and cotton and synthetic fibre products of all descriptions and kinds with or without mixing fibres of other origin as described above by any process using petrochemicals of all description or by using vegetable or mineral oils or products of all description required to produce such man made fibre or products.
 - c) To carry on the business of spinners, doublers, weavers, knitters, processors, fabricators and manufacturers of cotton wool, silk, art silk, rayon, flax, hemp, linen, jute and other synthetic and non-synthetic fibrous materials and to transact all manufacturing, curing, printing, dyeing, colouring and bleaching processes and to purchase and to lend the raw materials and manufactured articles.
 - d) To carry on the business of yarn and cloth merchants, carpet, rug, linen and cloth manufacturers, worsted stuff manufacturers, bleaching, printing, importing, exporting and otherwise dealing in yarn, linen, cloth and other goods and fabrics made from raw cotton wool, silk, art silk, rayon, flax, kemp, linen, jute and other synthetic & non-synthetic fibrous substances and leather.
 - e) To carry on the business of manufacturers, importers, exporters, wholesale and retail dealers of in men's, women's and children's clothing and wearing apparel of every kind, nature and description and all kinds of threads, carpets, durries, mats, rugs, namdas, blankets, shawls, tweeds, linens, flannels and all other articles of woolen and worsted materials.
3. To carry on the business of financiers, guarantors, investors in shares, hire-purchase, securities, claims, licences, obligations, decrees, book-debts and properties and rights of all kinds and to receive and lend or deal in money

with or without security but not amounting to banking business as defined by the Banking Regulations Act, 1949.

4. To carry on business as timber merchants, sawmill proprietors and timber growers and to buy, sell, grow, prepare for market, manipulate, import, export and deal in articles of all kinds in the manufacture of which timber, ply-wood or other wood is used and to buy, clear plant and work timber estate or plantations.
5. To manufacture and deal in renewable energy devices and energy saving devices and alternate energy devices, in particular solar powered cookers and equipment and devices using gobar gas technology and also including boilers, furnaces, energy flow monitoring instruments and control systems.
6. To carry on the business of carriers of goods, animals and people on land, sea or in air and to act as transport contractors, operators and tour operators.
7. To carry on the business of manufacturers, importers, exporters, wholesale and retail dealers of in men's, women's and children's clothing and wearing apparel of every kind, nature and description and all kinds of threads, carpets, durries, mats, rugs, namdas, blankets, shawls, tweeds, linens, flannels and all other articles of woolen and worsted materials.
8. To supply to and provide, maintain and operate service facilities, conveniences, bureaus and the like for the benefit of any company, persons and entitled whether incorporated or otherwise and generally to act as a service organisation or bureau advisors and consultants for providing general administrative, secretarial, advisory, commercial, financial, technical, marketing, accountancy, quality control, legal and other services including services of transfer agent, registrar and manager to companies, persons and entities here incorporated or otherwise.
9.
 - a) To invest in defaulted hire purchase documents for the purpose of revival and recovery, to take over leasing documents, business of any defaulting company for the purpose of re-financing and revival, to re-finance, re-discount any type of supply, bills of exchange, purchase bills, promissory notes, to hypothecate and to take under pledge equitable mortgage or legal mortgage any stock of raw materials, fixed assets, movables and immovables.
 - b) To carry on business of buying, selling, leasing and letting on hire or hire purchase or easy payment instalments system, plant, machinery, equipment, appliances, vehicles, properties and other goods.
10. To act as electrical contractors and engineers and supply electrical and electronic components, items machine tools, powerhouses, equipments and the like and to enter into technical collaboration, partnership, joint venture or otherwise for the transfer for technology and knowhow and to execute erection or commissioning of lines, powerhouses, transmission and distribution net works and similar work and do all acts incidental or ancillary thereto.
11. To establish or acquire or run as manufacturer, producer, constructor, trader, importer, exporter, agent, principal, contractor, manager, owner, hirer, lessor, lessee, weaver, spinner, processor, designer, fabricator, repairer, storer,

packer, transporter, distributor or general dealer (as the case may be) of Chemicals, drugs, soaps, cleaning agents, paints, cosmetics, perfumes, oils, alcohol, rubber, plastic and gases for use by industries, commercial centers, health centers, hospitals, households and public at large.

12. To establish or acquire or run as manufacture, producer, constructor, trader, importer, exporter, agent, principal, contractor, manager, owner, hirer, lessor, lessee, weaver, spinner, processor, designer, fabricator, repairer, storer, packer, transporter, distributor or general dealer (as the case may be) of :
 - a) Construction material including cement, limestone, sanitary ware, pipes, building hardware and steel/iron rods.
 - b) Furniture fittings, glass and electrical goods.
13. To establish or acquire or run as manufacturer, producer, constructor, trader, importer, exporter, agent, principal, contractor, manager, owner, hirer, lessor, lessee, weaver, spinner, processor, designer, fabricator, repairer, storer, packer, transporter, distributor or general dealer (as the case may be) of :
 - a) Agricultural produce and any product by-product or derivating thereof poultry and fisheries.
 - b) Aerated water, fruit juices, squashes, drinks and eatables.
 - c) Oil seeds, edible oils, ghee and other cooking medium.
 - d) Hay, straw, seeds, grains, grass and trees.
 - e) Sugar, khandsari, sugar, gur, bura, mollasses, syrup, sugar derivatives and any by-product of derivative thereof.
14. To manufacture, buy, sell, import, export or otherwise deal in apparatus, machines and instruments for use of clinics, health centers, hospitals, doctors, para medical teams and medical field and purposes at large.
15. To act as contractors, advisors, consultants, constituted attorneys and authorized agents to any company or entity whether incorporated or otherwise.
16. To carry on the business of manufacturing, producing, buying selling, exporting, importing, storing, packing, transporting, distributing, disposing off and generally dealing in :
 - a) All sorts of metallic both ferrous & non-ferrous, plastic, asbestos, reinforced concrete cement and rubber tubes, pipes, tube fittings, pipe fittings, tubular poles, vales and cocks.
 - b) All sorts of casings and forgings.
 - c) All sorts of boiler spares, components, mountings & fittings.
 - d) All sorts of industrial instrumentation including pressure gauge, vacuum gauge, volt meter, meter, thermometer, tachometer.

- e) All sorts of hardware materials, tools, agricultural implements, pumping spares, engineering spares, chain pulley and blocks, other lifting devices, fastners, industrial gears, spur wheels and pinions.
 - f) All sorts of fabrication, machining and galvanizing.
 - g) All sorts of packing and jointing material, abrasives, grinding wheels and grinding shaft.
 - h) All sorts of ferrous and non-ferrous materials.
 - i) All kinds of pumps and motors.
17. To conduct, carry on and manage the business and distillers, brewers, manufacturers, importers, exporters, malt feeders, bottlers, coopers, merchants, traders, agents, distributors, marketers and to generally deal in portable alcohol, industrial alcohol and spirits including beer, spent, wines, liquors, aerated and mineral wagers and all products derived from the cultivation of molasses, malt hop, potato or any by-product, mix or derivative of any of the foregoing.
18. a) To purchase, develop, construct, take in exchange or on lease hire or otherwise acquire, sell, demolish, give in exchange or on otherwise dispose whether as investment or stock-in-trade, or to act as agent, broker, commission agent or factor for any estate land or building and of materials used therein.
- b) To carry on the business of a water work of a work company in all its branches specially sink wells and shafts, construct, lay down and maintain reservoirs, water works, cisterns, culverts and filler beds.
18. To design, forge, manufacture, assemble, import, export, buy, sell, distribute, service, repair, stock, deal, trade in various parts, components, apparatus and assemblies required by the automobile, tractor, heavy earth moving dumer and crance industries.
19. To manufacture, trade, purchase, sell, import, export paper, pulp and paper of all kinds including newsprint, wall and ceiling papers, card board, hard board, mill board, craft paper, chart paper, computer stationery, corrugated board and also items and articles made of paper of pulp and by-products and waste of paper and pulp.

IV. Liability Limited

The liability of the members is limited.

V. Capital

The authorized share capital of the Company is Rs.15,00,00,000/- (Rupees fifteen crores only) divided into 1,50,00,000 equity shares of Rs.10/- each.

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

These New Articles were adopted by Special Resolution passed at the 2nd Annual General Meeting of the Company held on 7.12.1994 :

TABLE 'A' EXCLUDED

1. The regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956 except so far as they are herein embodied shall not apply to the Company, but the regulations for the management of the Company and for their observance by the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or additions to, its regulations by Special Regulation, as prescribed by the said Companies Act, 1956, as amended upto-date or any other statutory modifications thereof be such as are contained in these Articles.
Table 'A' not to apply but Company to be governed by these Articles

2. In the interpretation of these Articles, the following words and expressions shall have the following meanings, unless repugnant to the subject or context thereof :-
Interpretation Clause

"The Act" or "the said Act" means "The Companies Act, 1956" as amended upto-date or any statutory modification thereof or other Act or Acts for the time being in force in India containing the provisions of the Legislature in relation to Companies.
"The Act" or "the said Act"

"The Board" or the "Board of Directors" means a meeting of the Directors 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 the Articles, or the Directors of the Company collectively.
"The Board" or "Board of Directors"

"The Company" or "This Company" means "BEEYU OVERSEAS LIMITED".
"The Company" or "This Company"

"Directors" means the Directors for the time being of the Company or, as the case may be, the Directors assembled at a Board.

Dividend	"Dividend" includes bonus.
Gender	Words importing the masculine gender also include, where the context requires or admits, the feminine gender.
"Months"	"Month" means a calendar month.
"Office"	"Office" means the Registered Office for the time being of the Company.
"Person"	"Persons" includes firms and corporations as well as individuals.
Plural Number	Words importing the plural number also include, where the context requires or admits, the singular number and vice versa.
"These Presents" or "Regulation"	"These presents" or "The Company's Regulations" means, these Articles of Association as originally framed or altered from time to time and includes the Memorandum where the context so requires.
"Register"	"Register" means the Register of Members to be kept under the Act.
"Secretary"	"Secretary" means any individual appointed to perform the duties which may be performed by a Secretary under the Act and any other purely ministerial or administrative duties, and where two or more persons are appointed to act as Joint Secretaries shall mean and include any one of these persons.
"Seal"	"Seal" means the common seal for the time being of the Company.
"Year" and "Financial Year"	"Year" means calendar year and "Financial year" shall have the meaning assigned thereto by Section 2(17) of the Act.
"Writing"	"Writing" shall include type-writing, printing and lithography and any other mode or modes of representing or reproducing words in a visible form.
Expression in the Act to bear the same meaning in the Articles	Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these articles.
Copies of Memorandum and Articles to be given to members	3. Copies of the Memorandum and Articles of Association and other documents mentioned in Section 39 of the Act, shall be furnished by the Company to any member at his request within seven days of the requirement subject to the payment of a fee (if any) as may be required by the Directors and its permitted under the Act.

SHARES

Authorised Share Capital	4. The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided under Clause No. V of the Memorandum of Association of the Company.
Restrictions on allotment etc.	5. The Board shall observe any restrictions as to allotment contained in Sections 69 and 70 of the Act, as the case may be, and shall cause to be made the return as to allotment according to Section 75 of the Act.
Further Issue of shares	6. Subject to the provisions contained in Article 60 hereof, any shares (whether forming part of the original capital or of any increased capital of the Company) may be issued either with the sanction of the Company in General Meeting or by the Board with such rights and privileges annexed thereto and upon such terms and conditions as by the General Meeting sanctioning the issue of such shares be directed, and if no such direction be given and in all other cases, as

The Board shall determine and in particular such shares may be issued with a preferential or qualified right to dividends and in distribution of assets of the Company, without prejudice, however, to any rights and privileges already conferred on the holders of any shares or class of shares for the time being issued by the Company, Provided, however, that where it is proposed to increase the subscribed capital of the Company by allotment of further shares, then, 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 and such offer shall be made in accordance with the provisions of Section 61 of the Act. Provided further that, notwithstanding anything hereinbefore contained, the further shares aforesaid may be offered to any persons, whether or not those persons include the persons, who, at the date of the offer, are holders of the Equity Shares of the Company, 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 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 the 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 that behalf, that the proposal is most beneficial to the Company.

7. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons in such proportions and on such terms and conditions and either (subject to the provisions of Section 78 of the Act) at a premium or at par or (subject to the provisions of Section 79 of the Act) at a discount and at such times as they may from time to time think fit and proper, and with full power, subject to the Sanction of the Company in General Meeting, to give to any person the option to call for or be allotted shares of any class of the Company either at par or a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Directors think fit.

shares under the control of the Directors

8. In addition to and without derogation from the powers for that purpose conferred on the Directors under Articles 6 and 7 and on the Company under Article 6 and subject to those Articles the Company in General Meeting may determine to issue further shares out of the authorised capital of the Company and may determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not) in such proportion and on such terms and conditions and either subject of the provisions of section 78 of the Act) at a premium or at par or (subject to the provision of section 79 of the Act) at a discount as such General Meeting shall determine, and with full power to give to any persons (whether a member or holder of debentures of the Company or not) the option to call for or be allotted shares of any class of the Company either (subject to the provisions of Section 78 of the Act) at a premium

Power of General Meeting to offer shares to such persons of the Company may resolve

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

Directors may allot shares as fully paid up

9. Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in capital of the Company as payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than in cash, and if so issued, shall be deemed to be fully paid up or partly paid up shares as aforesaid.

Shares to be numbered progressively and no share to be sub-divided

10. The shares in the capital of the Company shall be numbered progressively according to their several denominations, and except in the manner hereinafter mentioned, no shares shall be sub-divided.

Acceptance of shares

11. An 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 any share within the meaning of these articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purpose of these Articles be a member.

Deposit and calls etc. to be a debt payable immediately

12. The money (if any) which the 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 insertion of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him accordingly.

Installments on shares be duly paid

13. If by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalment, every such instalments shall when due be paid to the Company by the persons who for the time being and from time to time shall be the registered holder of the share or his legal representative.

Company not bound to recognise interest in shares other than that of the registered holders

14. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by, or be compelled in any ways, to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these Articles or as ordered by a Court of competent jurisdiction or by law otherwise provided), any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

UNDERWRITING AND BROKERAGE

Commission for placing shares, debentures etc.

15. The Company may, subject to the provisions of Section 76 and other applicable provisions (if any) of the Act, at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in or debentures of the Company or his procuring or agreeing to procure subscriptions, whether absolute or conditional, for any

shares in, or debentures of the Company, but so that the amount or rate of commission does not exceed in the case of shares, five percent of the price at which the shares are issued and in case of the debentures, two and a half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or debentures or partly in the one way and partly in the other. The Company may also on any issue of shares or debentures, pay such brokerage as may be lawful and usual or reasonable.

CERTIFICATES

16. (a) The certificates of title of shares shall be issued under the seal of the Company which shall be affixed in the presence of and signed by (i) two Directors or persons acting on behalf of the Directors under a duly registered power of attorney; and (ii) the Secretary or some other person appointed by the Board for the purpose PROVIDED that at least one of the aforesaid two Directors shall be a person other than the Managing Director or sole Time Director, if any of the Company; Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography PROVIDED ALWAYS that notwithstanding anything contained in the Article, the certificates of title of shares may be issued and executed in accordance with such other provisions of the Act or the rules made thereunder, as may be in force for the time being and from time to time. Certificate shares
- (b) Every member shall be entitled without payment to one certificate for all the shares of each class or denomination registered in his name or if the Directors so approve (upon paying such fee or fees or at the discretion of the Directors without payment of fees as the Directors may from time to time determine) to several certificates each for one or more shares of each class. Every certificate of shares shall specify the number and denote numbers of share in respect of which it is issued and the amount paid thereon and shall be in such form as the Directors shall prescribe or approve. Member's Certificate
17. The Company shall, within three months after the allotment of any of its shares or debentures and within two months after the application for the registration of the transfer or any such shares and debentures deliver the certificates of all shares and debentures allotted or transferred, unless the conditions of issue of the shares or debentures otherwise provide and the Company shall otherwise comply with the requirements of Section 113 and other applicable provisions, (if any), of the Act. Limitation of issue of Certificates

DEMATERIALISATION OF SECURITIES

- 17A.(1) For the purpose of this article : Definitions
- (i) 'Beneficial Owner' means the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996 :
- (ii) 'Depositories Act' means the Depositories Act, 1996 and includes any statutory modification (s) or re-enactment thereof for the time being in force;
- (iii) 'Depository' means a Depository as defined under clause (c) of sub-section (1) of Section 2 of the Depositories Act; and
- (iv) 'Securities' mean such securities as may be specified by the Securities and Exchange Board of India from time to time;

Dematerialisation & Rematerialisation

17A.(2) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize or rematerialize its securities and to offer securities in dematerialized form pursuant to the Depositories Act;

Transfer of Dematerialised Securities

17A.(3) Nothing contained in Section 108 of the Act or these Articles shall apply to any transfer of securities effected by a transferor and a transferee both of whom are entered as Beneficial Owners in the records of a Depository and the provisions of the Depositories Act shall apply to such shares.

Rematerialisation of shares

17B .The rematerialisation of shares held in dematerialized form in whatever lot shall be permitted but the company may in its absolute discretion, refuse the rematerialisation, if it is required to split the rematerialized shares into several scripts of very small denomination or it appears to be unreasonable or without need.

As to issue of new Certificate in place of one Defaced, lost or destroyed.

18.(a) No certificates of any share or shares or debenture or debentures shall 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 rendered useless for any cause whatsoever, or where the cages on the reverse for recording transfers have been utilized, unless the certificates in lieu of which they are issued are surrendered to the Company, provided that the Company may charge such fee, if any, not exceeding Rupees two per certificate issued or splitting or consolidation of certificate or in replacement of certificates that are defaced or torn as the Board think fit. No duplicate certificates shall be issued in lieu of those that are lost or destroyed without the prior consent of the Board and without payment of such fee, if any, not exceeding Rupees two per certificate, and on such reasonable terms, if any, as to evidence of such loss or destruction and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Board thinks fit. The Directors may, in their discretion, waive payment of such fee in the case of any certificate or certificates.

Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, decrepit or worn out where the cages on the reverse for recording transfers have been fully utilized.

(b) When a duplicate share certificate has been issued in pursuance of Clause (a) of this Article it shall state on the face of it and against the stub or counter-foil for the effect that it is 'Duplicate issued in lieu of 'Share Certificate No. The word "Duplicate" shall be stamped out punched in bold letter across the face of the share certificate.

(c) All blank forms to be issued for share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The Blank forms shall be consecutively machine - numbered and the forms of the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or such other person as the Board may appoint for the purpose, and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.

(d) The Managing Director of the Company for the time being or, if the Company has no Managing Director, every Director of the Company shall be responsible for the maintenance, preservation and the safe custody of all books and documents relating to the issue of share certificates except the blank forms of share certificates referred to in sub-clause (c) above.

(e) All the books referred to in sub-clause (d) shall be preserved in good order permanently.

CALLS

Board may make calls

19.The Board of Directors may, from time to time by a resolution passed at a

meeting of the Board and not by a circular resolution but subject to the conditions hereinafter mentioned, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the Company or where payable to a person other than the Company to the person and at the time or times appointed by the Directors. A call may be payable by instalments. Joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

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- 20. Where any calls for share capital are made on shares, such call shall be made on a uniform basis on all shares falling under the same class. For the purposes of these Article, shares of the same nominal value on which different amounts have been paid up shall not deemed to fall under the same class. Calls on shares of same class to be made on uniform basis
- 21. At least fifteen days notice of every call otherwise than on allotment shall be given specifying the time of payment and if payable to any person other than the Company the name of the person to whom the calls shall be paid provided that before the time for payment of such call the Directors may by notice in writing to the members revoke the same. Notice of call
- 22. A call shall be deemed to have made at the time when the resolution of the Board authorising such calls was passed 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 Board on such subsequent date as shall be fixed by the Board. Calls to date from resolution
- 23. The Board may from time to time at their discretion extend the time fixed for the payment of any call, and may extend such time as to all or any of the members whom for residence at a distance or other cause, the Board may deem entitled to such extension, but no member shall be entitled to such extension as a matter of grace and favour. Board may extend time
- 24. If by the terms of issue of any shares or otherwise any amount is made payable at any time or by instalments at fixed times (whether on account of the amount of the shares or by way of premium) every such amount or instalment shall be payable as if it were call duly made by the Board and of which due notice has been given and all the provisions herein contained in respect of calls shall relate to such amount or instalment accordingly. Amount payable at fixed time or by instalment as calls
- 25. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof or any extension thereof as aforesaid, the holder for the time being or allottee of the share, in respect of which a call shall have been made or the instalments shall be due, shall pay interest on the same at such rate as the Board shall fix from the date appointed for the payment thereof to the time of actual payment, but the Board may in their absolute discretion waive payment of such interest wholly or in part. When interest on call or instalment as calls
- 26. Subject to the provisions of the act and these Articles, on trial or hearing of any action or suit brought by the Company against any member or his legal representative for the recovery of any money claimed to be due to the Company in respect of any shares it shall be sufficient to prove that the name of the member in respect of whose shares money is sought to be recovered appears entered on the Register of Members as the holder of the shares in respect of which such money is sought to be recovered, that the resolution making the Proof on trial of suit for money due on shares

call is duly recorded in the minute book ; and that notice of such call was posted to the member or his representative in pursuance of these presents; and it shall not be necessary to prove the appointment of the Directors, who made such call nor that the meeting at which any call was made duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Judgement decree of partial payment not to preclude forfeiture

27. Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any money shall preclude the forfeiture of such shares as herein provided.

Payment in anticipation of calls may carry interest

28. The Directors may, if think fit, receive from any member willing to advance the same, all or any part of the moneys due upon the shares held by him beyond the sums actually called for ; and upon the moneys so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate to the member paying such sum in advance as the Directors agree upon and the Company may at any time repay the amount so advanced upon giving to such member three months notice in writing. No member paying any sum in advance shall be entitled to participate in profit or dividend or to voting rights in respect of the moneys so paid by him until the same would, but for such payment become presently payable.

FORFEITURE, SURRENDER AND LIEN

If call or instalment not paid notice must be given

29. If any member fails to pay the whole or any part of any call or instalment of any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any extension thereof as aforesaid, the Directors may at any time thereafter during such time as the call or instalment or any part thereof or other moneys remain unpaid or a judgement of decree in respect thereof remain unsatisfied in whole or in part, serve a notice on such member, or on the person (if any) entitled to the share by transmission requiring him to pay such call or instalment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have been incurred by the Company by reason of such non-payment.

Terms of notice

30. 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 the money is to be paid, and the notice shall also state that in the event of the non-payment of such money at the time and place appointed, the shares in respect of which the same is owing be liable to be forfeited.

In default of payment, shares to be forfeited

31. If the requirement of any such notice shall not be complied with, every or any share in respect of which the notice is given, may at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof, forfeited by a resolution of the Directors.

Notice of forfeiture to members and entry in Register

32. When any share is so declared to be forfeited notice of the forfeiture shall be given to the holder of the share, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Member, 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.

33. Every share which shall be so declared forfeited shall thereupon be the property of the Company any may be sold, re-allotted or otherwise disposed of either to the original holder thereof, or to any other person, upon such terms and in such manner as Board shall think fit. Forfeited shares to be property of the Company and may be sold etc.
34. The Directors, may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annual the forfeiture thereof upon such conditions as they think fit. Power to annual forfeiture
35. Any member whose share may be forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls and other moneys owing upon the shares at the time of forfeiture together with interest thereon from time of the forfeiture until payment as such rate as the Board may determine and the Directors may enforce the payment thereof if they think fit, but shall not be under any obligation to do so. Members shall be liable to pay money owing at the time of forfeiture and interest
36. The forfeiture of a share shall involve the extinction of all interest in, and also of 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. Effect of forfeiture
37. A certificate in writing under the hand of the Director or the Secretary that the call or other moneys in respect of a share was or were due and payable and notice thereof given and that default in payment of the call or other moneys was made, and that the forfeiture of the shares was made by the resolution of the Directors to that effect, shall be conclusive evidence of the facts stated therein as against all persons entitled to such shares. Certificate of forfeiture
38. The Company may receive the consideration, if any, given for the share on the sale, re-allotment or other disposition thereof and the person to whom such shares is sold, re-allotted or disposed of may be registered as the holder of the share and shall not be bound to see to the application of the consideration, if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or share disposal of the same. Title of purchase and allottee of forfeited shares
39. The Directors may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering on such terms as the Directors may think fit. Directors may accept surrender of shares
40. 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 interest in any share shall be created except upon the footing and condition that Article 14 hereof is to have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. Lien on shares
41. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as they think fit, but no sale be made unless the sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or his committee, curator bonis or other legal representatives as the case may be, and default shall have been made by him As to enforcing lien by sale

or them in the payment of the sum payable as aforesaid for seven days after the date of such notice. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as aforesaid, the certificates in respect of the shares sold shall 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 lieu thereof to the purchaser or purchasers concerned.

Application of proceeds of sale

42. The net proceeds of the sale after payment of the costs of the 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 the residue, if any, shall (subject to a like for debts or liabilities not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

TRANSFER AND TRANSMISSION OF SHARES

Register of Transfers

43. 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

44. The Shares in the Company shall be transferred by an instrument in writing and in such form as shall from time to time be prescribed under the relevant provisions of the Act or the rules made thereunder or any other provisions of law in that behalf. The Directors may time to time alter or vary the form of such transfer but so as to comply with the provisions of law in that behalf. Shares of different classes shall not be included in the same instrument of transfer.

Transfer not to be registered except on production of instrument of transfer

45. (1) The Company shall not register a transfer of shares in the Company unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares, or if no such share certificate is in existence, along with the letter of allotment of the shares ; Provided that where on an application in writing made to Company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit ; Provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.

- (2) Subject to the provisions of the Act, every such instrument of transfer of share shall be presented to the prescribed authority before it is signed by or on behalf of the transfer for an endorsement thereon in accordance with the relevant provisions of the Act.

Directors may refuse to register transfer

46. Subject to the provisions of Section III of the Act or any statutory modification of the said provisions for the time being in force the Directors may, at their own, absolute and uncontrolled discretion decline to register or acknowledge any transfer of shares and in particular may so decline in any case in which the Company has a lien upon the shares or any of them or whilst any moneys in respect of the shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Directors and such refusal shall not be effected by the fact that the proposed transferee is already a member. Provided

the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person is indebted to the Company on any account whatsoever except a lien. The registration of a transfer shall be conclusive evidence of the approval by the Directors of the Transferee.

47. If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within two months from the date on which the instrument of transfer or transmission was lodged with the Company send notice of refusal giving reasons for such refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be and thereupon the provisions of Section III of the Act or any statutory modification of the said provisions for the time being in force shall apply. Notice of refusal to be given to transferor and transferee
48. (1) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee. Application for transfer
- (2) Where 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 transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
- (3) For the purposes of sub-clause (2) above, notice to the transferee shall be deemed to have been duly given if it is despatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
49. Every instrument of transfer shall be signed both by or on behalf of the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of Members in respect thereof. To be executed by transferor and transferee
50. 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 by legal representative
51. The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more. Custody of transfer
52. The Directors shall have power on giving not less than seven days' previous notice by advertisement as required by Section 154 of the Act to close the transfer books of the Company for any such period or periods of time not exceeding in the whole 45 days in each year but not exceeding 30 days at a time as they may seem fit. Closure of transfer basis
53. The executor or administrator of a deceased member or holder of a succession certificate (whether European, Hindu, Mohammedan, Parsi or otherwise not being one of two or more joint-holders) shall be the only person recognised by the Company as having any title to his shares, and the Company shall not be bound to recognise such executor or administrator or holder of a succession certificate unless such executor or administrator shall have first obtained Probate or Letters of Administration or other legal representation, as the case may be, from a duly constituted Court in India or from any authority empowered by any Title to share of deceased holder

law to grant such other legal representation; Provided that in any case, where the Board in their absolute discretion think fit, the Board may dispense with the production of Probate or Letters of Administration or other legal representation and under the next article, register 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 upon such terms as to indemnity or otherwise as the Directors may deem fit.

- Registration of persons entitled to shares otherwise than by transfer (Transmission clause)
54. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share holder in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Directors (which they shall not be under any obligation to give), upon adducing such evidence that he sustains the character in respect of which he proposes to act under this Clause, or of his title, as the Board think sufficient and upon giving such holder. Provided, nevertheless, that if such person shall elect to have his nominee registered, he shall testify election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained, and, until he does so, shall not be freed from any liability in respect of the share. This clause is herein referred to as "The Transmission Clause".
- Refusal to register nominee
55. 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 shares or his nominee as if were the transferee named in an ordinary transfer presented for registration.
- Board may require evidence of transmission
56. Every transmission of a share shall be verified in such manner as the Directors may require, and the Company may refuse to register any such transmission until the same be so verified, or until or unless an indemnity be given to the Company with regard to such registration which the Board at their discretion shall consider sufficient ; Provided nevertheless that there shall not be any obligation on the Company or the Board to accept any indemnity.
- Fee on transfer or transmission
57. A fee not exceeding Rupees One per Share may be charged in respect of the transfer or transmission to the same party of any number of shares of any class or denomination subject to such maximum on any one transfer or transmission as may from time to time be fixed by the Directors. Such maximum may be a single fee payable on any one transfer or on transmission of any number of shares of one class or denomination or may be on a graduated scale varying with the number of shares of any one class comprised in one transfer or transmission or may be fixed in any other manner as the Directors in their discretion determine, provided however that the Board of Directors shall be entitled from time to time to resolve at their discretion that no fee for transfer or transmission of any shares be charged generally or in case of particular transfer or transmission and thereupon no such fee shall be charged in such cases.
- Company not liable for disregard of a notice prohibiting registration of a transfer
58. The Company shall incur no liability or responsibility whatever in consequence of their 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 to or in the same shares, notwithstanding that the Company may have had notice of such equitable title or interest or notice, prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book 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 them of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred

to in some books 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 Directors shall so think fit.

58. A. Where any instrument of Transfer of shares has been delivered to the Company for registration of the transfer of such shares and the same has not been registered by the Company, it shall, notwithstanding anything in other provisions of the Act, transfer the Dividend in relation to such shares to the Special Account referred to in Section 205A of the Act, unless the Company is authorised in writing, by the Registered holder of such shares to pay such dividend to the transferee specified in such instrument of transfer.

Dividend pending transfer

INCREASE, REDUCTION AND ALTERATION IN CAPITAL

59. The Company may from time to time by a special resolution passed in General Meeting increase its share Capital by the creation and issue of new shares of such amount as it thinks expedient. Subject to the provisions of the Act and these Articles, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as by the General Meeting creating the same shall be directed and if no direction be given, as the Directors shall determine. Such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a 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 Directors shall comply with the provisions of Section 97 of the Act.
60. Subject to the provisions of Section 81 and other applicable provisions (if any) of the Act, where it is proposed to increase the subscribed capital of the Company by the issue of new shares, the subject to any directions to the contrary which may be given by the Company in General Meeting and subject only to those direction :-
- (a) Such new shares shall be offered to the persons who at the date of the offer, are holders of equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on these shares at the date ;
 - (b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which 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 any other person ; and the notice referred to in sub-clause (b) shall contain a statement of this right ; but so that the person in whose favour any such shares may be renounced shall be such as the Directors may in their absolute discretion approve of, and in case the Directors may not so approve of any such person, the renunciation of any such share in his favour shall not take effect ;
 - (d) After the expiry of the time specified in the notice aforesaid or on 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 of them in such manner as they think most beneficial to the company;
 - (e) Where any instrument of Transfer of Shares has been delivered to the Company for registration of the Transfer of such shares and the same has

Increase of Capital

Right of equality share holders to further issue of capital

Right/Bonus shares pending transfer

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not been registered by the Company, it shall, notwithstanding anything contained in any other provisions in any other provisions of the Act, keep in abeyance in relation to such shares any offer of Rights shares under clause (a) of Sub-section (i) of Section 81 of the Act, and any issue of fully paid-up Bonus shares in pursuance of sub-section (3) of Section 205 of the Act.

- Same as original Capital 61. Except so far as otherwise provided by the conditions of issue by these presents any capital raised by the creation of new shares shall be considered part of the original equity and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmissions, forfeiture, lien, surrender, voting and otherwise.
- Restriction 62. (1) The Company shall not have the power to buy its own shares unless the consequent reduction of capital is effected and sanctioned in pursuance of Article 64 in pursuance of Sections 100 to 104 or Section 402 or other applicable provisions (if any) of the Act.
(2) Except to the extent permitted by Section 77 or other applicable provisions (if any) of the Act, the Company shall not give whether directly or indirectly and whether by means of a loans, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with the purchase of subscription made or to be made by any person of or any shares in the Company.
- Reduction of Capital 63. The Company may (subject to the provisions of Sections 78, 80, 100 to 105 of the Act) from time to time by Special Resolution reduce its share capital or any Capital Redemption Reserve Account or Share Premium Account in anyway authorised by law and in particular may pay off any paid up share capital upon the footing that it may be called up again or otherwise and may if and so far as is necessary, alter its Memorandum by reducing the amount of its share capital and of its shares accordingly.
- Consolidation division and sub-division 64. The Company may in General Meeting after the conditions of its Memorandum as follows :-
(a) Consolidate and divide all or any of its share capital shares of larger amounts than its existing shares. ·
(b) Sub-divide its shares or any of them into shares of smaller amounts than originally fixed by the Memorandum, subject nevertheless to the provisions of the Act and these Articles.
(c) Cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amounts of its share capital by the amount of the shares so cancelled.
- Issue of further pari-passu share not to effect the right of shares already issued 65. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith but in no respect in priority thereto.

MODIFICATION OF CLASS RIGHTS

- Power to modify rights 66. If at any time 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 modified, abrogated or dealt with subject to :-

- (a) the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or
- (b) the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class.

JOINT-HOLDERS

67. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with benefits survivorship subject to the following and other provisions contained in these Articles :-
- (a) The Company shall be entitled to decline to register more than three persons as the joint-holders of any shares. Joint holders
Company may refuse to register more than six persons
 - (b) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share. Joint and several liabilities for all payment in respect of shares
 - (c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person. Title of Survivors
 - (d) Only the person whose name stands first in the Register may give effectual receipts of any dividends or other moneys payable in respect of such shares. Receipts of any sufficient
 - (e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to deliver of the Certificate relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in Article 209) from the Company and any document served on or sent to such person shall be deemed service on all the joint-holders. Delivery of certificate and giving notice in holder's name
 - (f) Any one or two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he was solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose names stands first or highest (as the case may be) on the Register in respect of such share shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to be present at the meeting provided always that a joint-holder present at any meeting personally shall be entitled to vote in preference to a joint-holder present by attorney or proxy stands first or highest (as the case may be) in the Register in respect of such shares. Several executors or administrators of a deceased member in whose (Deceased Member's) sole name any share stands shall for the purposes of the sub-clause be deemed joint-holders. Votes of Joint holders

BORROWING POWERS

68. Subject to the provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Directors shall have power Power to borrow

from time to time at their discretion to accept deposits from members of the Company either in advance of calls or otherwise and generally to raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company; Provided that the aggregate of the amount raised borrowed or secured at any time together with the money already borrowed by the Company (Apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding and undischarged at that time shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose.

- Conditions on which money may be borrowed
69. Subject to the provisions of the Act and these Articles, the Directors may by a resolution at a meeting of the Board (and not by circular resolution) raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures, convertible debenture, debenture stock, or any mortgage or charge or other security on the undertaking or on the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
- Bonds, debentures, etc. to be subject to control of Board
70. Any bond, debenture stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.
- Securities may be assignable
71. Debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
- Issue at discount etc. or with special privileges
72. Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending and voting at General Meeting, appointment of Directors and otherwise. Provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
- Mortgage of uncalled capital
73. If an uncalled capital of the Company is included in or charged by any mortgage or other security by the Directors, the Directors shall, 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 or if permitted by the Act, may by instrument under the seal, authorise the person in whose favour such mortgage or security is executed or any other person in trust for him, to receive monies on calls on the members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall mutatis apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Directors' powers or otherwise and shall be assignable if expressed so to be.
- Indemnity may be given
74. Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company the Directors may execute or cause to be executed any mortgage, charge or security over or effecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person to becoming liable as aforesaid from any loss in respect of such liability.

75. A proper Register of mortgages and charges shall be kept by the Company under Section 143 of the Act, and the provisions of Sections 166, 125 and 127 to 144 shall be duly complied with in respect of all mortgages and charges and the satisfaction thereof. The Company shall if at any time it issue Debentures, keep a Register and Index of Debenture holders in accordance with Section 152 of the Act.

Register of Mortgage etc. to be kept

GENERAL MEETINGS

76. The Statutory meeting of the Company shall be held at such place and time (being not less than one month nor more than six months from the date on which the Company is entitled to commence business) as the Directors may determine, and in connection therewith, the Directors shall comply with the provisions of Section 165 of the Act.

Statutory Meeting

CONVENING GENERAL MEETING

77. (1) The Company shall, in addition to any other meetings, hold a General Meeting (herein called as "Annual General Meeting") at the intervals and in accordance with the provisions herein specified. The Company shall hold its first Annual General Meeting within eighteen months from the date of the incorporation of the Company and if such General Meeting is held within that period it shall not be necessary for the Company to hold an Annual General Meeting in the year of its incorporation or in the following years, but subject to the aforesaid provisions the Annual General Meetings shall be so held at least once in every calendar year and/or within six months after the expiry of such financial year and that not more than fifteen months shall elapse between the date of one Annual General Meeting and the next ; Provided however that if the Registrar of Companies shall have, for any special reason, extended the time within which any Annual General Meeting shall be held by a further period not exceeding three months, the Annual General Meeting may be held within the additional time fixed by the Registrar.
- (2) Every Annual General Meeting shall be called for a time during business hours and on such day (not being a public holiday) as the Directors may from time to time determine and it shall be held either at the Registered Office of the Company or at such other place within the city, town or village in which the Registered Office of the Company is situated. The Company may by a resolution passed at one Annual General Meeting, fix the time for its subsequent Annual General Meeting. The notice calling the meeting shall specify it as the Annual General Meeting.
78. All General Meeting other than Annual general Meetings shall be called Extraordinary General Meetings.
79. The Board of Directors may call an Extra-ordinary General Meeting whenever they think fit.
80. (1) The Board of Directors shall, on the requisition of such number of members of the Company as hold in regard to any matter at the date of deposit of the requisition, not less than one-tenth of such of the paid-up capital of the Company upon which all calls or other moneys then due have been paid as at that date carries the right of voting in regard to the matter, forthwith proceed duly to call an Extra-ordinary General Meeting of the Company and the

Annual General Meeting

Extraordinary General Meeting

Directors may call Extraordinary General Meeting

Calling of Extraordinary General Meeting on requisition

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provisions of Section 169 of the Act (including the provisions below) shall be applicable.

- (2) 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.
- (3) The requisition may consist of several documents in like form, each signed by one or more requisitionists.
- (4) Where two or more distinct matters are specified in the requisition, the provisions of clause (1) above shall apply separately in regard to each such matter ; and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that clause is fulfilled.
- (5) If the Board of Directors does not, within twenty-one days from the date of the deposit of a valid requisition in regards to any matters, 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 by the requisitionists themselves or by such of the requisitionists as represent either a majority in value of the paid-up share capital held by all of them or not less than one-tenth of such of the paid up share capital of the Company as referred to in clause (1) above whichever is less.
- (6) A meeting called under clause (5) above by the requisitionists or any of them shall be called in the same manner, as nearly as possible, as that in which meeting are to be called by the Board, but shall not be held after the expiration of three months from the deposit of the requisition.
- (7) 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 sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration, for their services, of the Directors as were in default.

Notice of Meeting

81. (1) A General Meeting of the Company may be called by giving not less than 21 days notice in writing.
 - (2) However a General Meeting may be called after giving shorter notice than 21 days, if the consent is accorded thereto :
 - (i) in the case of Annual General Meeting by all the members entitled to vote thereon ; and
 - (ii) in the case of any other meeting, by members of the Company holding not less than 95 percent of such part of the paid-up share capital of the Company as given a right to vote at that meeting.
82. (1) Every notice of a meeting of the Company shall specify the place, the days and hour of the meeting, and shall contain a statement of the business to be transacted thereon.
 - (2) In every notice there shall appear with reasonable prominence, a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself, and that a proxy need not be a member of the Company.

83. (1) 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 :

Special
Business

- (i) the consideration of the Accounts, Balance Sheet and Profit and Loss Account and the Report of the Board of Directors and the Auditors ;
- (ii) the declaration of dividend ;
- (iii) the appointment of Directors in the place of those retiring ;
- (iv) the appointment of and the fixing of the remuneration of the Auditors.

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

(3) Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out material facts concerning each such item of business including in particular, the nature of the concern or interest if any, therein of every Director and of the Manager. Provided that where any item of special business as aforesaid to be transacted at a Meeting of the Company relates to, or affects any other company, the extent of shareholding interest in that other company of every Director and Manager of the Company shall also be set out in the explanatory statement, if the extent of such shareholding interest is not less than 20 percent of the paid-up share capital of the Company.

(4) Where any item of business to be transacted at the meeting of the Company consists of according the approval of the meeting to any documents, the time and place where the document can be inspected shall be specified in the explanatory statement.

84. Notice of every meeting shall be given to every member of the Company in any manner authorised by Sub-section (1) to (4) of Section 53 of the Act and by these Articles, it shall be given 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 the representatives of a deceased or assignees of the insolvent or by any 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 by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred. Provided that where notice of a meeting is given by advertising the same in a newspaper circulating in the neighborhood of the registered office of the Company under Sub-section (3) of Section 53 of the Act, the explanatory statement need not be annexed to the notice as required by Section 173 of the said Act, but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

Service of
Notice

85. Notice of every meeting of the Company and other communications relating to any general meeting of the Company which any member of the Company is entitled to have sent to him shall be given to the Auditor or Auditors for the time being of the Company, in any manner authorised by Section 53 of the Act, in the case of any member or members of the Company.

Notice to be given
to the Auditors

86. The accidental omission to give notice of any meeting to or the non-receipt of any notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting or the resolution passed thereon.

As to omission
to give notice

Resolution
requiring
Special Notice

87. (1) Where by any provision contained in the Act or in these Articles, Special notice is required of 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 it is to be moved exclusive of the day on which the notice is served deemed to be served and the day of the meeting.

(2) 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 its 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 the Articles, not less than seven days before the meeting.

PROCEEDINGS AT GENERAL MEETING

Quorum of
General Meeting

88. At least five members entitled to vote and present in person shall be a quorum for a General Meeting. No business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

If quorum not
present meeting
to be dissolved
or adjourned

89. 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 upon the requisition of members, shall stand dissolved. In any other case the meeting shall stand adjourned to the same day in the next week at the time and place or to such other day and at such other time and place as the Board may determine.

Adjourned
meeting to
transact
business

90. If at any adjourned meeting also a quorum is not present within half an hour of the time appointed for holding the meeting, the members present, whatever their number or the amount of the shares held by them shall be a quorum and shall have power to decide upon all the matters which could properly have been disposed of at the meeting from which the adjournment took place.

Chairman of
Board or Vice-
Chairman or a
Director to be
Chairman of
General Meeting

91. The Chairman (if any) of the Board of Directors shall, if willing, preside as Chairman at every General Meeting, whether Annual or Extra-ordinary, but if there be no such Chairman, or in case of his absence or refusal, the Vice-Chairman (if any) of the Board of Directors shall, if willing, preside as Chairman at such meeting and if there be no such Vice-Chairman, or in case of his absence or refusal, some one of the Directors (if any be present) shall be chosen to be Chairman of the meeting.

In case of their
absence or
refusal a member
may act

92. If at any meeting a quorum of members shall be present, and the chair shall not be taken by the Chairman of the Board or by Vice-Chairman or by a Director at the expiration of half an hour from the time appointed for holding the meeting or if before the expiration of that time all the Directors shall decline to take the chair, the members present shall choose one of their own number to be chairman of the meeting.

Business confined
to election of
Chairman whilst
chair vacant

93. (1) No business shall be discusses at any General Meeting except the election of a Chairman whilst the Chair is vacant.

(2) If a poll is demanded on the election of the Chairman it shall be taken forthwith in accordance with the provisions of the Act and these Articles, the Chairman so elected on a show of hands exercising all the powers of the Chairman under the Act and these Articles.

(3) If some other person is elected Chairman as result of the poll he shall be Chairman for the rest of the meeting.

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94. The Chairman may with the consent of any meeting at which quorum is present, and shall if so directed by the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment taken place. Chairman with consent may adjourn meeting
95. 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. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Notice to be given where a Meeting adjourned for 30 days or more
96. At any General Meeting a resolution put to the vote of the meeting shall, unless a poll is demanded be decided on a show of hands. A declaration by the Chairman that on a show of hands the resolution has or has not been carried or 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 proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution. What would be evidence of the passing of resolution where poll not demanded
97. Before or on the declaration of the result of the voting of any resolution on a 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 any member or members present in persons or by proxy and holding not less than one-tenth of the total voting power in respect of the resolution or 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 shares on which an aggregate sum of not less than Rs. 50,000/- (Rupees Fifty Thousand only) has been paid up and unless a poll is so demanded declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn at any time by a person or persons who shall make the demand. Demand for sale
98. (1) Except on the question of the election of a Chairman or of adjournment aforesaid, a poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made as the Chairman may direct. Times and manner of taking poll
- (2) Subject to the provisions of the Act, the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.
- (3) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
99. Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him. 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 scrutineers arising from such removal, or from any other cause, of the two scrutineers, appointed under this Article. One 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. Scrutineers at poll

Demand for poll not to prevent transaction of other business

100. The demand for a poll 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.

Motion how decided in case of equality of votes

101. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote or votes to which he may be entitled as member.

Reports, statements and Registers to be laid on tables

102. At every Annual Meeting of the Company there shall be laid on the table the Directors' Report and Audited Statement of Accounts, Auditors' Report (if not already incorporated in the audited Statement of Accounts) the Proxy Register with proxies and the Register of Directors' holding maintained under Section 307 of the Act. The Auditors' Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

Registration of certain Resolutions and Agreements

103. A copy of each of the following Resolutions (together with a copy of the Statement of material facts annexed under Section 173 to the notice of the meeting in which such Resolution has been passed) or Agreements shall within thirty days after the passing or making thereof, be printed or typewritten and duly certified under the signature of an Officer of the Company and filed with the Registrar viz. :-

(a) Special Resolution ;

(b) resolution which have been agreed to by all members of the Company but which, if not so agreed to would not have been effective for their purpose unless they had been passed as special resolutions ;

(c) resolution of the Board or Agreement relating to the appointment, re-appointment or the renewal of the appointment or variations of the terms of appointment of a Managing Director ;

(d) resolutions or agreements which have 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 their purpose unless they had been passed by some particular majority or otherwise in some particular manner ; and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members ;

(e) resolutions requiring the Company to be wound up voluntarily passed in pursuance of sub-section (1) of section 484 of the Act ;

(f) resolutions passed by a Company according the consent to the exercise by its Board of Directors of any of the powers under clause (a) clause (d) and clause (e) of sub-section (1) Section 293 of the Act ; and

(g) resolutions passed by a Company approving the appointment of sole Selling Agents under Section 294 of the Act.

A copy of every Resolution which has effect of altering the Articles of Association of the Company and a copy of every Agreement referred to in the above items (c) and (d) shall be embodied in the annexed to every copy of the Articles issued after the passing of the Resolution of the making of the Agreement.

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104. The Company shall cause Minutes of all proceedings of every General Meeting and of all proceedings of every Meeting of its Board of Directors or of every Committee of the Board, to be kept by making within thirty days of the conclusion of every such meeting concerned entries thereof in books kept for that purpose with their pages consecutively numbered. Each page of every such book shall be initialed or signed and the last page of the record of proceedings each meeting in such books shall be dated and signed (a) in the case on Minutes of proceedings of a Meeting of the Board or of a Committee thereof, by the Chairman of said meeting or the Chairman of the next succeeding meeting and (b) in the case of Minutes of proceedings of a General Meeting by the Chairman of the same meeting within the aforesaid period of 30 days or in the event of death or inability of that Chairman with that period, by a Director duly authorised by the Board for that purpose. In no case the Minutes of the proceedings of a meeting shall be attached to any such books as aforesaid by pasting or otherwise.
105. The Book containing the minutes of the General Meeting of the Company shall be kept at the office of the Company and be open during business hours to the inspection of any member without charge subject to such reasonable restrictions as the Company may by these Articles or in General Meeting impose in accordance with section 196 of the Act. Any member shall be entitled to be furnished within the period prescribed by the Act after he has made a request in that behalf to the Company with a copy of the minutes referred to on payment of such sum as may be prescribed by the Act.
106. No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 193 of the Act to be contained in the minutes of the proceedings of such meeting.

Minutes of
General Meeting

Inspection of
minutes books of
General Meeting

Publication of
reports or
proceedings of
General Meeting

VOTES OF MEMBERS

107. Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate also by a representative duly authorised under Section 187 of the Act and Article 110.
108. Subject to the provisions of the Act (and particularly or Sections 87, 88 and 92(2) thereof) and of the Articles :-
- (1) upon a show of hands every member holding equity shares entitled to vote and present in person (including an attorney or proxy of a corporation or a representatives of a company as mentioned in Article 110) shall have one vote ;
 - (2) upon a poll the voting right of every member holding equity shares and entitled to vote and present in persons including a corporation or company present as aforesaid) or by attorney or by proxy shall be in the same proportion as the capital paid on the equity share or shares (whether fully paid or partly paid) held by him bears to the total paid up equity capital of the Company.
 - (3) upon a show of hands or upon a poll, the voting right of every member holding preference shares shall be subject to the provisions, limitations and restrictions laid down in Section 87 of the Act.

Votes may be
given by proxy or
attorney

No voting by proxy on show of hands

109. No member not personally present shall be entitled to vote on show or hands unless such member is a corporation present by attorney or proxy or a Company present by representative duly authorised under Section 187 of the Act in which case such attorney, proxy or representative may vote on a show of hands as if he were an individual member of the Company.

No member to vote unless calls are paid up

110. Subject to the provisions of the Act, no member shall be entitled to be present or to vote at any General Meeting either personally by proxy or attorney or be reckoned in a quorum or to exercise any other privilege a member unless all calls or other sums presently payable by him in respect of shares in the Company had been paid.

Votes in respect of shares of deceased insolvent members

111. Any person entitled under the Transmission Clause (Article 54 thereof) to transfer any shares vote at any General Meeting in respect thereof 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 Board of his right to transfer such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Right to members of use his votes differently

112. On a poll taken at a meeting of the Company, 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 all his votes or cast in the same way all the votes he uses.

How members non-compos mentis or minors may vote

113. If any shareholder be a lunatic, idiot or non compos mentis, the vote in respect of his share or shares shall be by his committee or other legal guardian and if any shareholder be a minor, the vote only in respect of his share or shares shall be by his guardian or any one of his guardians if more than one, to be selected in case of dispute by the Chairman of the meeting.

Proxies

114. (1) Any member 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 on a poll instead of himself ; but proxy so appointed shall not have any right to speak at the meeting.

(2) Every proxy shall be appointed by a instrument in writing signed by the appointed or his attorney duly authorised in writing or, if the appointer is a body corporate, be under its Seal or be signed by an officer or an attorney duly authorised by it.

Deposit of instrument of appointment

115. The instrument appointing proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy thereof shall be deposited at the office of the Company or such place or places (if any) as may be specified for that purpose in the notice convening the meeting not less than 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 except in case of the adjournment of any meeting first held previously to the expiration of such time.

Form of proxy

116. An instrument appointing a proxy shall be in the following form, or may be in any other form, which the Directors may accept or shall contain words to the following effect :-

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BEEYU OVERSEAS LIMITED

I/We _____ of _____ in the district of _____ being a member/members of the above named Company hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ as may/our proxy to vote for me/us on my/our behalf at the _____ Annual General Meeting/ Extraordinary General Meeting of the Company to be held on the _____ day of _____ 19 _____ and at any adjournment thereof. signed this _____ day of _____ 19 _____

117. Any such instrument appointing a proxy, shall remain permanently or for such time as the Directors may determine, in the custody of the Company. Custody of the instrument

118. Every member entitled to vote at a meeting of the Company according to the provisions of these Articles on any resolution to be moved thereon 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 the 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 as to inspect is given to the Company. Inspection of proxies

119. A vote given in accordance with the terms of an instrument or proxy or by an attorney shall be valid, notwithstanding the previous insanity or lunacy or death of the principal or revocation of the proxy or power of attorney, as the case may be, or of any power of attorney 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 insanity or lunacy, death, revocation or transfer shall have received at the office before the meeting. Validity of votes given by proxy notwithstanding death etc. of member

120. Subject to the provisions of the Act and these Articles, no objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote, whether given personally or by proxy or by any means hereby authorised and not disallowed at such meeting or poll, shall be deemed valid for all purposes of such meeting or poll whatsoever. Time for objection to votes

121. Subject to the provisions of the Act and these Articles, the Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. Subject as aforesaid the Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. Chairman of the meeting to be the judge of validity of any vote

DIRECTORS

122. Until otherwise determined by a General Meeting the number of Directors shall not be less than three nor more than twelve. Number of Directors

Directors

123. The following shall be the first Directors of the Company :

Mr. B. P. Singh

Mr. S. K. Malhotra

Mrs. Usha Singh

Special
Directors

124. (a) The Company shall subject to the provisions of the Act, be entitled to agree with any person, firm or corporation that he or it shall have the right to appoint his or its nominee on the Board of Directors of the Company upon such terms and conditions as the Company may deem fit. Such nominees and their successors in office appointed under this Article shall be called Special Directors of the Company.

(b) The Special Directors appointed under sub-clause (a) above shall be entitled to hold office until requested to retire by the person, firm or corporation who may have appointed them and will not be bound to retire by rotation or be subject to Articles 141 and 142 of the Articles of Association of the Company. A Special Director shall also not require to hold any qualification shares. As and whenever a Special Director vacates office whether upon request as aforesaid or by death, resignation or otherwise, the person, firm or corporation who appointed such Special Director may appoint any other Director in his place. The Special Director may appoint any other Director in his place. The Special Director may at any time by notice in writing to the Company resign his office. Subject as aforesaid, a Special Director shall be entitled to the same rights and privileges and be subject to the same obligation as any other Director of the Company.

Directors
nominated
by Financial
Institution

125. The Company may agree with any financial institution or any authority or person or State that in consideration of any loan or financial assistance of any kind whatsoever which may be rendered by it to the Company, it shall till such time as the loan or financial assistance is outstanding, have power to nominate one or more Directors on the Board of the Company. As and whenever such nominee Director vacates office by removal, death, resignation or otherwise the Financial Institution or any authority or person or State who appointed such Director may appoint any other Director in his place such nominee Director shall not be required to hold any share and shall not be liable to retire by rotation.

Appointment of
Alternate Director

126. The Board of Directors of the Company may appoint an Alternate Director to act for a Director (hereinafter called "Original Director") during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held and such appointment shall have effect and such appointee, whilst he hold office as an Alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereon accordingly. An Alternate Director appointed under this Article shall vacate office if and when the Original Director returns to the said State. If the term of office of the Original Director is determined before he so returns to the said State any provision in the Act or in these Articles for the automatic reappointment of returning Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director.

127. Subject to the provisions of Sections 262 and 284(6) and other applicable provisions, if any, of the Act, any casual vacancy occurring in the office of a Director whose period of office is liable to determination by retirement by rotation may be filled up by the Directors but the person so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. Casual vacancy
128. Subject to the provisions of Section 260 and other applicable provisions, if any, of the Act, the Directors shall have power at any time and from time to time, to appoint a person as an additional Director. The additional Director shall hold office only upto the next following Annual General Meeting of the Company held next after the date of his appointment but shall be eligible for re-appointment as Director by the Company at that meeting. Appointment of Additional Director
129. A Director of the Company shall not be required to hold any qualification shares. Qualification of Director
- 130.(1) The remuneration of a Director or his services shall be the sum equivalent to the maximum permissible amount under Section 310 of the Act for each meeting of the Board or of the Committee of the Board attended by him or such lesser amount as the Directors may agree to accept from time to time, subject to the limitation provided by the Act, additional remuneration as may be fixed by the Directors may be paid to any one or more of the Directors for services rendered by him or them by way of salary, commission, fees or any other benefit or amenity subject to the provisions of the Act. Remuneration of Directors
- (2) The Board of Directors may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board are held and who shall come to the place for the purpose of attending a meeting, such sum as the Board may consider fair compensation for his travelling, boarding, lodging and other expenses in addition to his fees for attending such meeting as above specified.
- (3) Subject to the limitations provided by the Company and these Articles, if any Director shall be called upon to for or reside out of his usual place of residence on the Company's business or otherwise perform extra services outside the scope of his ordinary duties, the Board may arrange with such Director for such special remuneration for such services, either by way of salary, commission or the payment of such sum of money as they shall think fit, in addition to or in the substitution of his remuneration above provided and all the Directors shall be entitled to be paid or reimbursed or repaid any travelling or other expenses incurred or to be in connection with the business of the Company.
131. The continuing Directors may act notwithstanding any vacancy in their body but so that subject to the provisions of the Act, if the number falls below the minimum above fixed and notwithstanding the absence of a quorum, the Directors may act for the purpose of filling up vacancies or for summoning a General Meeting of the Company. Directors may act notwithstanding vacancy
- 132.(1) Subject to Section 283(2) of the Act, the office of a Director shall become vacant if : When office Director to be vacated
- (a) he is found to be of unsound mind by a Court of competent jurisdiction ; or

- (b) he applies to be adjudicated an insolvent ; or
- (c) he is adjudged an insolvent ; or
- (d) he fails to pay any call made on him in respect of shares of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call ; unless the Central Government has by notification in the official Gazette, removed the disqualification incurred by such failure ; or
- (e) any office or place of profit under the Company or any subsidiary thereof is held in contravention of Article 140 or Section 314(1) of the Act and the Director shall have been deemed to have vacated office in terms of the said Article or Section ; or
- (f) 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, accepts a loan or any guarantee or security for a loan from the Company in contravention of section 295 of the Act ; or
- (g) he absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board of Directors for a continuous period of three months whichever is longer, without obtaining leave of absence from the Board of Directors ; or
- (h) he becomes disqualified by an order of Court (as defined in the Act) under Section 203 of the Act ; or
- (i) he is removed in pursuance of Article 151 of Section 284 of the Act ; or
- (j) he acts in contravention of Section 299 of the Act and by virtue of such contravention shall have been deemed under the Act to have vacated office ; or
- (k) he is punished with imprisonment for a term of not less than six months in respect of an offence involving moral turpitude for which he is convicted by a Court ; or
- (l) he having been appointed a Director by virtue of his holding office or other employment in the Company or as a nominee of the Managing Agent of the Company, he ceases to hold such office or other employment in the Company or as the case may be, the Managing Agency to an end.

Resignation

- (2) Subject to the provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Company or to the Board of Directors.

Directors may contract with Company

- 133.(1) Subject to the provisions of sub-clauses (2) (3) (4) (5) and (6) of this Article and the restrictions imposed by Article 140 and the other Articles hereof and the Act and the observance and fulfilment thereof no Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, agent broker or otherwise nor shall any such contract of any contract or arrangement entered into by on behalf of the company in which any Director shall be in any way interested, be avoided nor shall any Director, so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only

Provided th

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of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him as provided by sub-clauses (2) (3) and (4) hereof, except in the case referred to in sub-clause (5) hereof.

(2) Every Director, who is in any way, whether directly or indirectly concerned or interested in a 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 or as provided by sub-clause (4) hereof.

Disclosure of interest

(3) (a) In the case of proposed contract or arrangement, the disclosure required to be made by a Director under sub-clause (2) above, 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 the meeting concerned or interested, at the first Meeting of the Board held after he becomes so concerned or interested.

(b) In the 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 or interested in the contract or arrangement.

(4) For the purpose of this Article, a general notice given to the Board of Directors by a Director to the effect that he is Director or member of a specified body corporate or is a partner of a specialised firm and is to be regarded as concerned or interested in any contract or arrangement which may after 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. 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 given in the last month of the financial year in which it would have otherwise expired. The general notice aforesaid and every renewal thereof shall be given at a meeting of the Board of Directors or the Director concerned shall take reasonable steps to secure that it is brought up and read at first meeting of the Board after it is given.

General notice of interest

(5) Nothing in the above sub-clauses (2) (3) and (4) shall apply to any contract or arrangement entered into or to be entered into between the Company and any other Company where any one or more of the Directors of the Company together held not more than two percent of the paid-up share Capital in the other Company.

(6) An interested Director shall not take any part in the discussions 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, directly or indirectly concerned or interested in the contract or arrangement ; nor shall his presence count for the purpose of forming a quorum at the time of any such discussions or vote ; and if he does vote, his votes shall be void ;

Interested Director not to participate or vote in Board's proceedings

Provided that this prohibition shall not apply to :-

(i) any contract of indemnity against any loss which the Directors or any one or more of them any suffer by reason of becoming or being sureties or a surety for the Company.

- (ii) any contract or arrangement entered to with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely (a) in his being a Director of such company and the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by the Company or ; (b) in his being a member holding not more than two percent of the paid-up Share Capital of the Company.
- (iii) in case a notification is issued under sub-section (3) of Section 300 of the Act to the extent specified in the modification.
- (7) In no case shall a Director, either by himself or through his relatives or a firm in which he or his relatives are partners or a Company in which he or his relatives hold at least 100% of its total equity enter into any business directly competing with the business of the Company unless permitted by the Board of Directors of the Company, and if he does so he shall ipso facto vacate his office as a Director of the Company. A business shall be deemed to be competing with the business of the Company, if the former manufactures the same or similar type of products as are manufactured and sold by the Company.

Register of
Contract in which
Directors are
interested

134.(1) The Company shall keep one or more Registers in accordance with Section 301 of the Act in which shall be entered separately particulars of all contracts or arrangements to which Section 297 or 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 contract or arrangement to which sub-section (2) of the 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 of the Act 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 arrangement 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 then be signed by all the Directors present at the meeting.

(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 the foregoing clauses (1) (2) and (3) shall apply to any contract or arrangement for the sale, purchase or supply of any goods, materials and services, if the value of such goods and the materials or the cost of such services does not exceed one thousand rupees in the aggregate in any year. The Registers as aforesaid shall be kept at the registered office and extracts may be taken from any of them and the copies thereof may be required by any member of the Company to the same extent in the same manner and on the payment of the same fee as in the case of Register of Members.

135. A Director may become a Director of any Company promoted by the Company or in which it may be interested as a vendor, shareholder or otherwise and subject to the provisions of the Act and these Articles, no such Director shall be accountable for any benefit received as Director or shareholder of such Company.

Directors may be Directors of companies promoted by company

136. A Director, Managing Director, Manager or Secretary of the Company shall within twenty days of his appointment to or relinquishment of his office as Director, Managing Director, Manager or Secretary in any other body corporate disclose to the Company the particulars relating to his office in the other body corporate which are required to be specified under Section 303(1) of the Act. The Company shall enter the aforesaid particulars in a register kept for that purpose in conformity with Section 303 of the Act.

Disclosure by Directors of appointments

137. A Director or Manager of the Company shall give notice in writing to the Company of his holding of shares and debentures of the Company or its subsidiary, together with such particulars as may be necessary to enable the Company to comply with the provisions of Section 307 of the Act, if such notice be not given at a meeting of the Board, the Director or Manager shall take all reasonable steps to assure that it is brought up and read at the meeting of the Board next after it is given. The Company shall enter particulars of a Director's and Manager's holding of shares and debentures as aforesaid in a register kept for the purpose in conformity with Section 307 of the Act.

Disclosure of holdings

138.(a) No director or other persons mentioned in sub-section (1) and (1-b) of Section 314 of the Act shall hold any office or place of profit under the Company or any subsidiary of the Company except in accordance with the provisions of that Section which shall be fully complied with in all respects.

Directors may not to hold office of profit

(b) If any office or place of profit under the Company or any subsidiary thereof is held in contravention of Section 314 of the Act, the Director concerned shall be deemed to have vacated his office as Director with effect from the first day on which the contravention occurs ; and shall also be liable to refund to the Company any remuneration received, or the monetary equivalent of any perquisites or advantage enjoyed by him in respect of such office or place of profit.

139. The Company shall observe the restrictions imposed on the Company in regard to grant of loans to Directors and other persons as provided in section 295 and other applicable provisions (if any) of the Act.

Board Resolution
necessary for
certain contracts

140. (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 a partner any other partner in such firm, private company 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 shares in, or debentures of the Company.

(2) Nothing contained in the foregoing 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 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 services the cost of which exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts.

(3) Notwithstanding anything contained in the foregoing sub-clauses (1) and (2) a Director, relative, firm, partner or private company as aforesaid may, in circumstance of urgent necessity enter, without obtaining the consent of the Board into any contract with the Company for the sale, purchase or supply of any goods, materials or services even if the value of goods or cost of such services exceeds five thousands rupees 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 clause shall be accorded by a Resolution passed at a meeting of the Board and not otherwise ; and the consent of the Board required under sub-clause (1) above shall not be deemed to have been given within the meaning of that sub-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 consent is not accorded to any contract under this clause, anything done in purchases name of the contract shall be voidable at the option of the Board.

- (6) The Directors so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relations thereby established.

RETIREMENT AND ROTATION OF DIRECTORS

- 141.(1) Not less than two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation and, save as, otherwise expressly provided in the Act and these Articles, be appointed by the Company in General Meeting. Retirement by rotation
- (2) The remaining Directors shall be appointed in accordance with the provision of these Articles.
- (3) At every Annual General Meeting one-third of such of the Director for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. Directors to retire annually
142. Subject to the provisions of the Act and these Articles, the Directors to retire by rotation under the foregoing Articles at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provisions of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his re-appointment is decided or his successor is appointed. Ascertainment of Directors retiring by rotation
143. Subject to the provisions of the Act and these Articles, a retiring Director shall be eligible for re-appointment. Eligibility for re-appointment
144. The Company at the Annual General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto. Company to fill up vacancy
- 145.(1) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a public holiday till the next succeeding day which is not a public holiday, at the same time and place. Provisions in default of appointment
- (2) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless :-
- (a) At that meeting or at the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost ;
- (b) The retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed ;

- (c) he is not qualified or is disqualified for appointment ;
- (d) a resolution, whether special or ordinary is required for the appointment or re-appointment by virtue of any provisions of the Act ;
- (e) Article 149 or sub-section (2) of Section 263 of the Act is applicable to the case.

Notice of candidature for office of Director

146. (1) Subject to the provisions of the Act and these Articles, any person who is not a retiring Director shall be eligible for appointment to the office of a Director at any General Meeting if he or some member intending to propose him has atleast fourteen clear 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 the Director or the intention of such member to propose him as a candidate for the office, as the case may be along with a deposit of Rs. 500/- (Rs. Five Hundred only) or such sum as may be prescribed by the Act or the Central Government from time to time, which shall be refunded to such person, or as the case may be, to such member if the person succeed in getting elected as a Director as per provisions of Section 257 of the Act.

Individual resolution for Directors appointment

(2) Every person (other than a Director retiring by rotation or otherwise or the person who has left at the office of the Company a notice under sub-clause (1) above or Section 257 signifying his candidature for the office of a Director) proposed as a candidate for the office of Director shall sign and file with the Company, his consent in writing to act as a Director, if appointed.

(3) A person other than :-

- (a) A Director re-appointed after retirement by rotation immediately on the expiry of his term of office ; or
- (b) An additional or alternate 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 re-appointed as an additional or alternate Director, immediately on the expiry of his term of office ; or
- (c) A person named as a Director of the Company under the Articles as first registered shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.

147. At a General Meeting of the Company a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has first been agreed to by meeting without any vote being given against it. A resolution moved in contravention of this Article shall be void whether or not objection was taken at the time to its being so moved ; provided that where a resolution so moved is passed no provision for the automatic re-appointment of retiring Directors by virtue of these Articles or the Act in default of another appointment shall apply

REMOVAL OF DIRECTORS

- 148.(1) The Company may (subject to the provisions of Section 284 and other applicable provisions of the Act and these Articles) remove any Director before the expiry of his period of office. Removal of Directors
- (2) Special Notice, as provided by Articles 88 or Section 190 of the Act, shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
- (3) On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
- (4) Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding a reasonable length) and requests their notification to members of the Company, the Company shall, unless the representations are received by it too late for it 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 a copy of the representations to every member of the Company, and if a copy of the representation 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 representations 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.
- (5) 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 129 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 (2) 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 as aforesaid.
- (6) If the vacancy is not filled under sub-clause (5) it may be filled as a casual vacancy in accordance with the provisions in so far as they are applicable, of Article 129 or Section 262 of the Act, and all the provisions of that Section shall apply accordingly.
- (7) A Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors.
- (8) Nothing contained in this Article shall be taken -
- (a) As depriving a person thereunder of any compensation or damages payable to him in respect of the termination of his appointment as a

Director or of any appointment terminating with that as Director ; or

- (b) as derogating from any power to remove a Director which may exist apart from this Article.

INCREASE OR REDUCTION IN THE NUMBER OF DIRECTORS

The Company may increase or reduce number of Director

149. Subject to the provisions of the Act and these Articles, the Company may by Ordinary Resolution from time to time increase or reduce the number of Directors within the limits fixed by Article 123.

PROCEEDINGS OF DIRECTORS

Meetings of Directors

150. The Directors may meet together as a Board for the despatch of business from time to time and shall so meet at atleast once in every three months and at least four such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meetings and proceedings as they think fit. The Managing Director or the Secretary may at any time and at the request of a Director shall convene a meeting of the Board.

Notice of Meeting

151. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director. Subject as aforesaid notice of every such meeting shall be given to any Director not for the time being in India by telegram or cable at his address registered with the Company. The accidental omission to give notice of any meeting of the Board of Directors to a Director shall not invalidate any resolution passed at any such meeting.

Quorum

152. Subject to the provisions of Section 287 of the Act, the quorum for a meeting of the Board of Directors shall be one-third of the total strength, (excluding Directors, 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 exceeds or is equal to two-thirds of the total strength the number of the remaining Directors that is to say, the number of Directors who are not interested and are present at the meeting, not being less than two shall be the quorum during such time. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the Act or the Articles of the Company, for the time being vested in or exercisable by the Board of Directors generally.

When meeting to be convened

153. The Managing Director/ Whole-time Director / Secretary shall, as and when directed by any Director to do so, convene a meeting of the Board by giving a notice in writing to every other Director.

Adjournment of meeting for want of quorum

154. If a meeting of the Board cannot be held for want of quorum, then the meeting shall stand adjourned to such day, time and place as the Director or Directors present at the meeting may fix.

Chairman

155. The Directors may from time to time elect one of their number to be the Chairman of the Board of Directors and determine the period for which he is to hold office. The Directors may likewise appoint a Vice-Chairman of the Board of Directors to preside at meetings of the Directors at which the Chairman shall not be present. If at any time at the meeting of the Board of Directors the Chairman

and/or the Vice-Chairman are not present within fifteen minutes of the time appointed for holding the same, the Directors present shall choose one of their number to be the Chairman of such meeting.

156. All meetings of the Directors shall be presided over by the Chairman, if present, but if at any meeting of Directors the Chairman be not present at the time appointed for holding the same the Vice-Chairman, if present, shall preside and if he be not present at such time then and in that case the Directors shall choose one of the Directors then present to preside at the meeting..

Who to preside at meetings of the Board

157. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting (whether the Chairman or Vice-Chairman) appointed by virtue of these Articles of the Directors presiding at such meeting shall have a second or casting vote.

Question of Board Meeting how decided (casting vote)

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

Power for Board Meeting

159. Subject to the provisions of Section 292 of the Act and Article 168, the Directors may delegate any of their powers, to Committees consisting of such member or members of their body as they think fit, and they may from time to time revoke and discharge any such committee either wholly or in part and either as to persons or purposes but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise shall have the like force and effect as if done by the Board. Subject to the provisions of the Act the Board may from time to time fix the remuneration to be paid to any member or members of their body constituting a Committee appointed by the Board in terms of these Articles and may pay the same.

Directors may appoint Committee

160. The meetings and proceedings of any such Committee of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and are not superseded by any regulations made by the Directors under the last preceding Articles.

Meetings of Committees how to be governed

161.(1) A resolution passed by circular, without a meeting of the Board or a Committee of the Board appointed under Article 161 shall subject to the provisions of sub-clause (2) hereof and the Act be as valid and effectual as a resolution duly passed at a meeting of the Directors or of a Committee duly called and held.

Resolution by circular

(2) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, if the resolution has been circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee at their respective address registered with the Company and has been approved by a majority of the Directors or Members of the Committee as are entitled to vote on the resolution.

Acts of Board or Committee valid notwithstanding defects in appointment

162. Subject to the provisions of the Act and these Articles, all acts done by any meeting of the Directors or a Committee of Directors or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were or was disqualified, be as valid as if every such person has been duly appointed, and was qualified to be Director.

Minutes of proceedings of Directors and Committee to be kept

163. The Company shall cause Minutes of the meetings of the Board of Directors and of Committees of the Board duly entered in a book or books provided for the purpose in accordance with the provisions of Article 104 hereof. The Minutes shall contain a fair and correct summary of the proceedings at the meeting including the following :-

- i) the names of the Directors present at the meeting of the Board of Directors or of any Committee of the Board ;
- ii) all orders made by the Board of Directors and Committee of the Board and all appointments of officers and committees of Director ;
- iii) all resolutions and proceedings of meetings of the Board of Directors and the Committees of the Board ;
- iv) in the case of each resolution passed at a meeting of the Board of Directors or Committees of the Board, the names of the Directors, if any, dissenting from or not concurring in the resolution.

Board Minutes to be evidence

164. Any minutes of any meeting of the Board of Directors or of any Committees of the Board if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be for all purposes whatsoever prima facie evidence of the actual passing of the resolution recorded and the actual and regular transaction or occurrence of the proceedings recorded and the regularity of the meeting at which the same shall appear to have taken place.

POWER OF DIRECTORS

General Powers of the Directors

- 165.(1) Subject to the provisions of the Act and these Articles, the Board of Directors of the Company shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorised to exercise and do ; Provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other Act or by the Memorandum or these Articles or otherwise, to be exercised or done by the Company in General Meeting ; Provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions contained in that behalf in the Act or in the Memorandum or in these Articles or in any regulations not inconsistent therewith duly made thereunder including regulations made by the Company in General Meeting.
- (2) No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

166. The Board of Directors shall not except with the consent of the Company in General Meeting ;

Consent of Company necessary for the exercise of certain powers

- 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 of any such undertaking.
- b) remit or give time for the repayment of any debt due by a Director.
- c) invest otherwise than in trust securities the sale proceeds resulting from the acquisition, without the consent of the Company of any such undertaking as is referred to in sub-clause (a) above, or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried only with difficulty or only after a considerable time.
- d) borrow moneys in excess of the limits provided in Article 69.
- e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees ; any amounts the aggregate of which will in any financial year exceed fifty thousand rupees or five percent of its average net profits as determined in accordance with the Act during the three financial years immediately preceeding whichever is greater.

167.(1) Without derogating from the powers vested in the Board of Directors 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 meeting of the Board :-

Certain powers to be exercised by the Board only at meeting

- a) The power to make calls on shareholders in respect of money unpaid on their share ;
- 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 Directors or the Managing Director or the Manager or any other principal officer of the Company or to a principal officer or any of its branch officer, the powers specified in (c) (d) and (e) of this sub-clause to the extent specified below on such conditions as the Board may prescribe.

- (2) Every resolution delegating the power referred to in clause (1)(c) shall specify that total amount outstanding at any one time upto which moneys may be borrowed by the delegates, provided however, that where the Company has made an arrangement with its bankers for the borrowing of moneys by way of overdraft, cash-credit or otherwise, the actual day to day operation of the overdraft, cash-credit or other accounts by means of which

the arrangement so made is actually availed of, shall not require the sanction of the Board.

- (3) Every resolution delegating the power referred to in sub-clause (1)(d) shall specify the total amount upto which the funds may be invested and the nature of the investments which may be made by the delegate.
- (4) Every resolution delegating the power referred to in sub-clause (1)(e) shall specify the total amount upto which loans may be made by the delegate the purpose for which the loans may be made and the maximum amount of loans which 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 the exercise by the Board of any of the powers referred to in (a) (b) (c) (d) and (e) of Clause (1) above.

Certain powers
of the Board

168. Without prejudice to the powers conferred by Article 167 and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding two Articles, it is hereby declared that the Directors shall have the following powers, that is to say power :

To pay preliminary
and promotional
costs and charges

- (1) To pay all costs, charges and expenses preliminary and incidental to the promotion, establishment and registration of the Company.

To pay com-
mission and
interest

- (2) To pay and charge to the capital of the Company any commission or interest lawful payable thereout under the provisions of section 76 and 208 of the Act and Article 15.

To acquire
property

- (3) Subject to the provisions of the Act and these Articles, 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 may think fit ; and in any such purchase or other acquisition to accept such title as the Director may believe or may be advised to be reasonably satisfactory.

To purchase lands
and factories

- (4) Subject to the provisions of the Act, to purchase, to take on lease for any term or terms of years, or otherwise acquire any factories or any land or lands with or without buildings and out-houses thereon, situated in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit ; and in any such purchase, lease or other acquisition proceedings to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.

To erect buildings,
etc.

- (5) To erect and construct, on the said land and lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same to let or lease the property of the Company in part or in whole for such rent, and subject to such conditions as may be thought advisable, to sell such portions of the lands or buildings of the Company as may not be required for the purposes of the Company, to mortgage the whole or any portion of the property of the Company ; to sell all or any portion of the machinery or stores belonging to the Company.

- (6) 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 partly, 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 specified charges upon all or any part of the property of the Company and its uncalled capital or not so charged. To pay for property in debentures and otherwise
- (7) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company either separately or jointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policy of assurance effected in pursuance of this power. To insure
- (8) To open accounts with any bank or bankers or with any company, firm or individual and to pay money into and draw money from any such account from time to time as the Directors may think fit. To open account with Bank
- (9) To secure the fulfillment of any contracts, agreements or engagements 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. To secure contracts by mortgage
- (10) To purchase or otherwise acquire for the Company any property (movable or immovable) rights or privileges, at or for such price or consideration and generally on such terms and conditions as they may think fit. To purchase movable or immovable property etc.
- (11) 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. To account surrender of shares
- (12) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the company, or 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 trustee or trustees. To appoint Trustees
- (13) To institute, conduct, defend, compound, or abandon any legal proceedings by or against of the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts, or of any claims or demands by or against the Company and to refer any claims or demands by or against the company or any difference to arbitration and observe and perform any awards made thereon. To bring and defend affairs etc.
- (14) To act on behalf of the Company in all matters relating to bankrupts and insolvents.
- (15) To make and give receipts, releases, and other discharges for moneys payable to the Company and for the claims and demands of the Company. To act in insolvency matter

- To invest
moneys
- (16) Subject to the provisions of the Act and these Articles, to invest and deal with any money 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 think fit, and from time to time to vary or realise such investments, provided that same as permitted by Section 49 of the Act, all investments shall be made and held in the Company's own name.
- To execute
mortgages
- (17) To execute in the name and on behalf of the Company in favour of any Director or other persons who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit ; and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.
- To authorise
acceptance
- (18) 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, release, contracts and documents and to give the necessary authority for such purpose.
- To distribute
bonus
- (19) 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 persons employed by the Company a commission on the profits of any particular business or transaction ; and to charge such bonus or commission a part of the working expenses of the Company.
- Sharing Profit
- (20) Subject to the provisions of the Act, to give to any officer or other person employed by the Company an interest in any particular business or transaction by way of a share in the general profits of the Company, and such share of profits shall be treated as part of the working expenses of the Company.
- To provide for
welfare of
employees
- (21) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company or its predecessor in business and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, profit sharing or other schemes, or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries medical and other attendances and other assistance as the Directors shall think fit.
- To create
depreciation and
other funds
- (22) Before recommending any dividend to set aside out of profits of the Company such sums as they think proper for depreciation to a Depreciation Fund, General Reserve, Reserve Fund, Sinking Fund or any special or other fund or funds or accounts to meet contingencies to repay Redeemable Preference Shares, debentures or debentures stock, for special dividends for equalising dividends, for repairing, improving, extending and maintaining any part of the property of the Company, and/or for such other purposes (including the purposes referred to in the last preceding sub-clause) as the

Directors may, in their absolute discretion think conducive to the interests of the Company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by the Act) as the Directors may think fit ; and from time to time to deal with and vary such investments and dispose of and apply and extend all or any part thereof in the benefit of the Company, in such manner and for such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company notwithstanding that the matters to which the Directors apply or upon which they expend the same or any part thereof may be matters to or upon which the capital moneys of the Company might right be applied or expended and to divide the Reserve, General Reserve, or the Reserve Fund into such special Funds as the Directors may think fit, and to employ the assets constituting all or any of above funds or accounts, including the Depreciation Fund, in the business of the Company or in the purchase or repayment or Redeemable Preference Shares, debentures or debenture stock and that without being bound to keep the same separate from the other assets, and without being bound to pay or allow interest on the same, with power however to the Directors at their discretion to pay or allow to the credit of such fund interest at such rate the Directors may think proper.

- (23) To appoint and of the their discretion remove or suspend such managers, secretaries, executives, consultants, advisors, officers, assistants, 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 emoluments or remuneration and to require security in such instances and such amounts as they may think fit. To appoint employees
- (24) From time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any special locality in India or elsewhere and to appoint any persons to be members of such Local Boards or any managers or agents and to fix their remuneration. Local Board
- (25) Subject to the provisions of Section 292 of the Act and Article 169, from time to time and at any time to delegate to any such Local Board or any member or members thereof or any managers or agents so appointed, any of the powers, authorities and discretions for the time being vested in the Board of Directors, and to authorise the members for the time being of any such Local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies; and any such appointment or delegation under sub-clause (23) or this sub-clause may be made on such terms and subject to such conditions as the Board of Directors may think fit, and the Board of Directors may at any time remove any person so appointed and may annual or vary any such delegation. Designation
- (26) At any time and from time to time by power of attorney to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions not exceeding those vested in exercisable by the Board of Directors under these presents and excluding the powers which may be exercised only by the Board of Directors under the Act or these Articles and for such period and subject to such conditions as the Board of Directors may from time to time think fit ; and any such appointment may (if the Board of Directors think fit) be made Power of Attorney

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 members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board of Directors and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board of Directors may think fit and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

To delegate

(27) Generally subject to the provisions of the Act and these Articles, to delegate the powers, authorities and discretions vested in the Directors to any person firm, company or fluctuating body of persons.

May make contracts etc.

(28) Subject to the provisions of the Act and these Articles for or in relation to any of the matters aforesaid or otherwise for the purposes 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 for in relation to any of the matters aforesaid or otherwise for the purpose of the Company.

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

REGISTER BOOKS AND DOCUMENTS

Registers, Books and Documents

169.(1) The Company shall maintain Registers, Books and Documents as required by the Act or these Articles including the following namely :-

- (a) Register of investment not held in Company's name according to section 49 of the Act,
- (b) Register of Mortgages, Debentures and Charges according to Section 143 of the Act,
- (c) Register of Members and an Index of Members according to Section 150 and 151 of the Act,
- (d) Register and Index of Debenture-holders according to Section 152 of the Act,
- (e) Register of Contracts, Companies and Firms in which Directors are interested to Section 301 of the Act,
- (f) Register of Directors and Managing Directors according to Section 303 of the Act,
- (g) Register of Directors, Shareholdings and Debenture holdings according to Section 307 of the Act,
- (h) Register of Investments in shares and debentures of bodies corporate according to Section 372 of the Act,
- (i) Books of Account in accordance with the provisions of Section 373 of the Act,

- (j) Copies of Instruments creating any charge requiring registration according to Section 136 of the Act,
 - (k) Copies of Annual Returns prepared under Section 159 of the Act, together with the copies of Certificates required under Section 161 of the Act.
 - (l) Register of Renewal and Duplicate certificates according to Rule 7(2) of the Companies (Issue of Share Certificates) Rules, 1960.
- (2) The said Registers, Books and Documents shall be maintained in conformity with the applicable provisions of the Act and shall be kept open for inspection by such persons as may be entitled thereto respectively under the Act, on such days and during such business hours as may, in that behalf or determined in accordance with the provisions of the Act, or these Articles and extracts shall be supplied to the persons entitled thereto in accordance with the provisions of the Act or these Articles.
- (3) The Company may keep a Foreign Register of members in accordance with Section 157 and 158 of the Act, Subject to the provisions 157 and 158 of the Act, the Directors may from time to time make such provisions as they may think fit in respect of the keeping of such Branch Registers of Members and/or Debenture-holders.

**MANAGING DIRECTOR, MANAGING DIRECTORS OR WHOLE TIME
DIRECTOR OR WHOLE TIME DIRECTORS**

- 170.** Subject to the provisions of Section 197A, 198, 267, 266, 269, 309, 310, 311, 316 and 317 and other applicable provisions of the Act and of these Articles, the Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors or wholetime Director or wholetime Directors of the Company for such term not exceeding five years at a time and subject to such contract as they may think fit. Power to appoint managing Director
- 171.** Subject to the provisions of the Act and these Articles, the Managing Director or Managing Directors or wholetime Director or wholetime Directors shall not, while he or they continue to hold that office be subject to retirement by rotation under Article 143 but he or they shall subject to the provisions of any contract between him or them and the Company and be subject to the same provisions as to resignation and removal as the other Directors of the Company and he or they shall ipso facto and immediately cease to be a Managing Directors or Managing Directors or wholetime Director or wholetime Directors if he or they cease to hold the office of Director from any cause. What provisions he shall be subject to
- 172.** The remuneration of the Managing Director or Managing Directors or wholetime Director or wholetime Directors (subject to Section 300 and other applicable provisions the Act and of these Articles and of any contract between him and the Company) shall be in accordance with the terms of the contract with the Company. Remuneration of Managing Director

Power and duties
of Managing
Director

173. Subject to the provisions of the Act and to the terms of any contract with him the Managing Directors or Managing Directors or wholetime Director or wholetime Directors shall have the whole or substantially the whole of the management of the affairs of the Company subject to the supervision and control of the Board of Directors.

SECRETARY

Secretary

174. The Directors may appoint a Secretary of the Company for such term, at such remuneration and upon such conditions as they may think fit ; any Secretary so appointed may be removed by them. The Directors may appoint a temporary substitute for the Secretary, who shall for the purposes of these presents responsibility for maintaining registers required to be kept under the Act, for making the necessary returns to the Registrar of Companies under the Act and for getting the necessary documents registered with the Registrar and carrying out all other administrative and ministerial acts, duties and functions which a Secretary of a Company is normally supposed to carry out, such as giving the necessary notice to the members, preparing agendas of meetings, issuing notice to Directors, preparing minutes of Directors and maintaining minutes books and other statutory documents and he shall carry out and discharge such other functions and duties as the Directors or the Managing Director may from time to time require to do.

THE SEAL

The Seal, its
custody and use

175. The Board shall provide a Common Seal for the purposes of the Company and shall have power from time to time 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 and the Seal shall never be used except by or under the authority of the Board or a Committee of Directors.

Deeds how
executed

176. Every deed or other instruments to which the Seal of the Company is required to be affixed, shall unless the same is executed by a duly constituted attorney of the Company, be signed by the Managing Director or by two Directors. Provided nevertheless that certificates of debentures may be signed by one Director only or by the Secretary of the Company or by an attorney of the Company duly authorised in this behalf and certificates of shares shall be signed as provided in Article 16.

Seal Abroad

177. The Company may exercise the powers conferred by Section 60 of the Act and such powers shall accordingly be vested in the Board.

INTEREST OUT OF CAPITAL

Payment of
interest out of
capital

178. Where any shares are issued for the purpose of raising money to defray the expense of the construction of any works or buildings, or the provisions of any plant, which cannot be made profitable for a 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 restrictions provided 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 provisions of plant.

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DIVIDENDS

179. The profit of the Company, subject to any special rights if any relating thereto created or authorised to be created by the Memorandum or these Articles and subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively. Provided always that (subject as aforesaid) any capital paid up on a share during the period in respect of which a dividend shall, unless the Board otherwise determine, only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment. Division of Profits
180. Where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest confer a right to participate in profit. Capital paid up in advance at interest not to earn dividends
181. The Company may pay dividends in proportion to the amount paid up or credited as paid up on each share, where a large amount is paid up or credited as paid up on some shares than on others. Dividends in proportion to amount paid up
- 182.(1) The Company in General Meeting may subject to Section 206 of the Act declare a dividend to be paid to members according to their respective rights and interests in the profits, and subject to the provisions of the Act may fix the time for payment. When a dividend has been so declared the warrant in respect thereof shall be posted within forty-two days from the date of the declaration to the shareholder entitled to the payment of the same. Company in General Meeting may declare a dividend
- (2) No larger dividend shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend. No dividend shall be payable except out of the profits of the year or any other undistributed profits of the Company, or otherwise than in accordance with the provisions of sections 205, 206, and 207 of the Act, and no dividends shall carry interest as against the Company and the declaration of the Directors as to the amount of the net profits of the Company shall be conclusive. But not larger than recommended by Directors
183. Subject to the provisions of the Act, the Directors may from time to time pay to members on account of the next forthcoming dividend such interim dividends as their judgement the position of the Company justifies. Interim Dividend
184. Subject to the provisions of the Act, the Directors may retain the dividends payable upon share in respect of which any person is, under Article 50 hereof, entitled to become a member, or which any person under that Article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same. The provisions of the Article shall apply to any interest created in a share either by reason of transmission by operation of law or otherwise. Retention of dividends until completion or transfer under Article 51
185. No member shall be entitled to receive payment of any interest or dividend 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 howsoever either alone or jointly with any other person or persons ; and the Directors may No member to receive dividend, whilst indebted to the Company right of reimbursement thereof

deduct from the interest or dividend payable to any member all sums of money so due from him to the Company.

Dividend how remitted

186. Unless otherwise directed by any member and dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled, or in case of joint-holders to that one of them first named in the Register in respect of the joint-holding. Every such cheque shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereof, by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means.

Dividend and call together

187. Any General Meeting declaring a dividend may call on the members for such amount as the meeting fixes, but so that the call on such members shall not exceed the dividend and that the call be made payable at the same time as the dividend, and that the dividend may, if so arranged between the Company and the members be set off against the calls.

CAPITALISATION

Capitalisation

188.(1) Any General Meeting may resolve that any amounts standing to the credit of the Share Premium Account or the Capital Redemption Reserve Account or any moneys, investments or other assets forming part of the undivided profits (including profits or surplus moneys arising from realisation and (where permitted by law) from the appreciation in value of any capital assets of the Company) standing to the credit of the General Reserve, Reserve or any Reserve Fund or any other fund of the Company or in the hands of the Company and available for dividend be capitalised :-

- (a) By the issue and distribution, as fully paid up shares, debentures, debenture stock, bonds or other obligations of the Company, or
- (b) By crediting share of the Company which may have been issued to and are not fully paid up, with the whole or any part of the sum remaining unpaid thereon.

Provided that any amounts standing to the credit of the Share Premium Account or the Capital Redemption Reserve Account shall be applied only in crediting the payment of capital on shares of the Company to be issued to members as herein provided, as fully paid bonus shares.

- (2) Such issue and distribution under sub-clause (1)(a) above and such payment to credit of unpaid share capital under sub-clause (1) (b) above shall be made to among and in favour of the members or any class of them entitled thereto and in accordance with their respective rights and interests and in proportion to the amount of capital paid up on the shares held by him respectively in respect of which such distribution under sub-clause (1) (a) or payment under sub-clause (1)(b) above shall be made on the footing that such members entitled thereto as capital.
- (3) The Director shall give effect to any such resolution and apply such portion of the profits, General Reserve or Reserve Fund or any other fund or account

aforesaid as may be required for the purpose of making payment in full for the shares, debentures or debenture stock, bonds or other obligations of the Company as distributed under sub-clause (1) (a) above or (as the case may be) for the purpose of paying, in whole or in part the amount remaining unpaid on the shares which may have been issued and are not fully paid up under sub clause (1) (b) above provided that no such distribution or payment shall be made unless recommended by the Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capitalised sum.

- (4) For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificate and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, shares, debentures, debenture stock, bonds or other obligations in trustees upon such trusts for the persons entitled thereto as may seem expedient to the Directors and generally may make such arrangement for the acceptance, allotment and sale of such shares, debentures, debenture stock, bonds or other obligations and fractional certificates or otherwise as they may think fit.
- (5) Subject to the provisions of the Act and these Articles, in cases where some of the shares of the Company are fully paid and other are partly paid only such capitalisation may be effected by the distribution of further shares in respect of the fully paid shares, and by crediting the partly paid shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid shares, and the partly paid shares the sums so applied in the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.
- (6) When deemed requisite a proper contract shall be filed in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the members entitled as aforesaid and such appointment shall be effective.

ACCOUNTS

189.(1) The Company shall keep at its Registered Office proper books of account with respect to :

Books of
Accounts
to be kept

- (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 ;
- (c) the assets and liabilities of the Company ; and

Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when 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 the other place.

(2) If the Company shall have a branch office, whether in or outside India proper books of account relating to the transactions effected at that office shall be kept at that office, and proper summarised returns, made up-to-date at intervals of not more than three months, shall be sent by the branch office to the Company at its Registered Office or other place in India, as the Board thinks fit, where the main books of the Company are kept.

190.(1) All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch office, as the case may be, with respect to the matters aforesaid and explain its transactions.

(2) The books of account and other books and papers shall be open to inspection by any Director during business hours.

(3) The books of account of the Company relating to period of not less than eight years together with the vouchers relevant to any entry in such books of account immediately preceding the current year shall be preserved in good order.

Inspection by members

191. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books and documents of the Company or any of them, shall be open to the inspection of the members, and no member (not being a Director) shall have any right of inspection any account or books or documents of the Company except as conferred by statute or authorised by the Directors or by a resolution of the Company in General Meeting.

Statement of accounting to be furnished to General Meeting

192. The Board of Directors shall lay before each Annual General Meeting a Profit & 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.

Balance Sheet & Profit & Loss Account

193.(1) Subject to the provisions of Section 211 of the Act, every Balance Sheet and Profit & Loss Account of the Company shall be in the Forms set out in Parts I and II respectively of Schedule VI of the Act or as near thereto as circumstances admit.

(2) So long as the Company is a holding company having a subsidiary, the Company shall conform to Section 212 and other applicable provisions of the Act.

(3) If in the opinion of the Board, any of the current assets of the Company have not a value on realisation in the ordinary course of business at least

equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

194.(1) Every Balance Sheet and every Profit & Loss Account of the Company shall be signed on behalf of the Board of Directors by not less than two Directors of the Company one of whom shall be the Managing Director.

Authentication of Balance Sheet and Profit & Loss Account

(2) The Balance Sheet and the Profit & Loss Account shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

195. The Profit & Loss Account shall be annexed to the Balance Sheet and the Auditors' Report including the Auditors' separate special or supplementary Report, if any shall be attached thereto.

Profit & Loss Account to be annexed and Auditor's Report to be attached to the Balance Sheet

196.(1) Every Balance Sheet laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the state of the Company's affairs ; the amounts, if any, which it proposes to carry to any Reserve either in such Balance Sheet the amount, if any, which it recommends to be paid by way of dividend and 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 and the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner prescribed under Section 217 of the Act.

Board's Report to be attached to Balance Sheet

(2) The Report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company's business ; in the Company's subsidiaries or in the nature of business carried on by them and generally in the classes of business in which the Company has an interest.

(3) The Board shall also give the full information and explanations in the Report or in cases falling under the proviso to Section 222 of the Act, in an addendum to the Report on every reservation qualification or adverse remark contained in the Auditors' Report.

(4) The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorised in that behalf by the Board ; 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 sub-clause (1) and (2) of Articles 198.

(5) The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of sub-clause (1) to (3) of this Article are complied with.

Right of members to copies of Balance Sheet and Auditor's Report

197. The Company shall comply with the requirements of Section 219 of the Act.

ANNUAL RETURNS

Annual Return

198. The Company shall make the requisite annual returns in accordance with Sections 159 and 161 of the Act and shall file with the Registrar three copies of the Balance Sheet and Profit & Loss Account in accordance with section 203 of the Act.

AUDIT

Accounts to be Audited

199. Every Balance Sheet and Profit & Loss Account shall be audited by one or more auditors to be appointed as hereinafter mentioned.

200.(1) The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting and shall within seven days of the appointment give intimation thereof to every auditor so appointed unless he is a retiring Auditor.

(2) At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be re-appointed, unless :-

(a) he is not qualified for re-appointment ;

(b) he has given the Company notice in writing of his un-willingness to be re-appointed ;

(c) a Resolution has been passed at the meeting appointing somebody instead of him or providing expressly that he shall not be re-appointed ; or

(d) wherever 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, incapability or disqualification of that person or all of those persons, as the case may be, the Resolution can not be proceeded with.

(3) Where at an Annual General Meeting no Auditors are appointed or re-appointed, the Central Government may appoint a person to fill the vacancy.

(4) The Company shall, within seven days of the Central Government's power under sub-clause (3) becoming exercisable give notice of that to that Government.

(5) The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company ; and the Auditor or Auditors so appointed shall hold office until the conclusion of the first annual general meeting; provided that the Company may at a general meeting remove any such auditor or all or any of such auditors and appoint in his or their place any other person or persons who have been nominated for appointment by any member of the Company and of whose nomination notice has been given to the members of the Company not less than fourteen days before the date of the meeting.

- (6) The Directors may fill any casual vacancy in the office of Auditor, but while any such vacancy continues 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) Except as provided in the proviso to clause (6) above, any Auditor appointed under this Article may be removed from office before the expiry of his term only by the Company in General Meeting after obtaining the previous approval of the Central Government in that behalf.
- (8) A person, other than a retiring Auditor, shall not 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 the retiring Auditor and shall give notice thereof to the members in accordance with section 190 of the Act and all other provisions of section 225 of the Act shall apply in the matter. The provisions of this sub-clause shall also apply to a Resolution that a retiring Auditor shall not be re-appointed.
- (9) The persons qualified for appointment as Auditors shall be only those referred to in Section 226 of the Act. Qualification and disqualification of Auditors
- (10) None of the persons mentioned in section 226 of the Act as are not qualified for appointment as Auditors, shall be appointed Auditors of the Company.
201. The Company shall comply with the provisions of Section 228 of the Act in relation to the audit of the accounts of branch offices of the Company, except to the extent to which any exemption may be granted by the Central Government in that behalf. Audit of Branch Offices
202. The remuneration of the Auditors shall be fixed by the Company in General Meeting except that remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors. Remuneration of Auditors
- 203.(1) Every Auditor of the Company shall have a right to access at all time to the books and vouchers of the Company and shall be entitled to require from the Directors and Officers of the Company information and explanation as may be necessary for the performance of the duties of the Auditors. Rights and duties of Auditors
- (2) All notices of and other communications relating to any General Meeting of the Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditors of the Company; and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business concerns him as Auditors.
- (3) The Auditor shall make a Report to the members of the Company on the accounts examined by him and on every Balance Sheet and Profit & Loss

Account, and on every other document declared by this act to be part of or annexed to the Balance Sheet or Profit & Loss Account, which are laid before the Company in General Meeting during his tenure of office and the Report shall state whether, in his opinion and to the best of his Information and according to the explanations given to him, the said accounts give the Information required by the Act in the manner so required and give a true and fair view :-

- (i) in the case of the Balance Sheet of the state of the Company's affairs as at the end of its financial year and
 - (ii) in the case of the Profit & Loss Account of the profit or loss for its financial year.
- (4) The Auditors' Report shall also state :-
- (a) Whether he has obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit ;
 - (b) Whether in his opinion, proper books of account as required by law, have been kept by the Company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him.
 - (c) Whether the report on the accounts of any branch office audited under Section 226 by a person other than the Company's auditor has been forwarded to him as required by clause (c) sub-section (3) of that Section and how he has dealt with the same in preparing the Auditor's Report.
 - (d) Whether the Company's Balance Sheet and Profit & Loss Account dealt with by the Report are in agreement with the books of account and returns.
- (5) Where any of the matters referred to in sub-clause 3(i) and 3(ii) or sub-clause 4(a) to (d) of this Article is answered in the negative or with a qualification the Auditor's Report shall state the reason for the answer.
- (6) The accounts of the Company shall not be deemed as not having been, and the Auditor's Report shall not state that those accounts have not been properly drawn up on the ground merely that the Company has not disclosed certain matters if :
- (a) these matters are such as the Company is not required to disclose by virtue of any provisions contained in the Act or any other Act ; and
 - (b) these provision are specified in the Balance Sheet and Profit & Loss Account of the Company.

Accounts when audited and approved to be conclusive except as to error discovered within three months

204. 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 forthwith be corrected and thenceforth shall be conclusive and a copy of the accounts as corrected should be filed with the Registrar.

DOCUMENTS AND SERVICE OF DOCUMENTS

205.(1) A documents (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, proceeds, order, judgement or any other documents in relation to or in the winding up of the Company) may be served or sent by the Company on or to any member either personally or by sending it by post to him at his registered address, if any, supplied by him to the Company for the giving of notice to him.

How document is to be served on members

(2) Where a document is sent by post, service thereof shall be deemed to be effected :-

(a) by properly addressing, prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that document 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 a sum sufficient to defray the expenses of doing such service of the document 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 a notice of a meeting at the expiration of forty-eight hours after the letter consisting the notice is posted, to any place in India and one hundred and twenty hours after such letter is posted by air mail to any place outside India.

(ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

206. If a member has no registered address in India, and has not supplied to the Company an address within India for the giving of notice to him a document advertised in a newspaper circulating in the neighborhood of the office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

Service on members having no registered address

207. A document may be served by the Company to the persons entitled to a share in consequences of the death or insolvency of a member by sending it through the post in a prepaid letter address to them by name or by the legal representative 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 in any manner in which the same might have been served if the death or insolvency had not occurred.

Service on persons acquiring shares on death or insolvency of members

Persons entitled to notice of General Meetings

208. Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given :

- (i) to members of the Company as provided by Article 85 in any manner authorised by Article 209 or 210 as the case may be or as authorised by the Act ;
- (ii) to the persons entitled to a share in consequence of the death or insolvency of a member as provided by Article 211 or as authorised by the Act ;
- (iii) to the Auditor or Auditors for the time being of the Company in any manner authorised by Article 209 of the Act.

Advertisement

209. Subject to the provisions of the Act, any document required to be served or sent by the Company on or to the members or any of them, and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised once in one daily English and one daily vernacular newspaper circulating in the neighborhood of the office of the Company.

Member bound by document given to previous holders

210. Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which, previously to his name and address being entered on the register, shall have been duly served on or sent to the person from whom he derives his title to such share.

Service of notices by shareholders

211. All notices to be given on the part of shareholders shall be left at or sent by registered post to the office of the Company.

New notice to be signed

212. Any notice to be given by the Company shall be signed by the Managing Director or by such Director or Secretary or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

AUTHENTICATION OF DOCUMENTS

Authentication of assets and proceedings

213. Save or otherwise expressly provided in the Act or these articles, a document or proceeding requiring authentication by the Company may be signed by the Director or Secretary or an authorised officer of the Company and need not be under its Seal.

WINDING UP

Distribution of documents

214. 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 members in 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, paid up or which ought to have been paid on

the share held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

- 215.(1)** If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may with the sanction of a Special Resolution but subject to the right attached to any preference share capital, divided 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 contributories, or any of them, as the liquidators with the like sanction, shall think fit. Distribution of assets in specie or kind
- (2) If thought expedient any such decision may subject to the provisions of the Act, be otherwise than in accordance with the legal rights of the contributories (except where unalterably 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 shall be determined on, any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 of the Act.
- (3) In case any share to be divided as aforesaid involve a liability to calls or otherwise, any person entitled under such division of any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing require the liquidators to sell his proportion and pay him the net proceeds and the liquidators shall, if practicable, act accordingly.

- 216.** 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 share or other consideration receivable by the liquidators be distributed 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 subsequential rights conferred by the said Section. Rights of shareholders

SECRECY CLAUSE

- 217.(a)** Every Director, manager, auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall if so required by the Directors 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 the accounts with individuals and in matters 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 so to do by Directors or by law or by the persons 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. Secrecy Clause
- (b) No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or the 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, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Director, it will be inexpedient in the interest of the members of the Company to communicate to the public.

INDEMNITY OF RESPONSIBILITY

Director's and other rights to indemnity

218. Save and except so far as the provisions of this Article shall be avoided by Section 201 of the Act, the Directors, Managers, Managing Directors, deputy Managing Directors, Auditors, Secretary or other officers or servants for the time being and the Trustees (if any) for the time being acting in relation to any of the affairs of the Company and everyone of them and everyone of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them or any of their executors or administrators shall or may incur or sustain by or by reasons of any act done concurred in or omitted in or about the execution of their duty in their respective offices or trusts except such if any, as they shall incur or sustain through or by their own wilful neglect or default of the other or others of them or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out or invested or for any other loss, misfortune or damage may happen in the execution of their respective office or trusts or in relation thereto, except the same shall happen by or through their own wilful neglect or default respectively.

Directors and other officers not responsible for acts of others

219. Subject to the provisions of Section 201 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act of conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of title any property required by order of the Directors for and 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 damage arising from the bankruptcy, insolvency or tortious act of any person, company or corporation with whom any money, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of government, oversight on his part, or for any other loss or damages or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through wilful misconduct or neglect or dishonesty.

We, the several persons, whose names, addresses and description are subscribed below, are desirous of being formed into the Company in pursuance of this 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.

Names, addresses and descriptions of the Subscribers	Number of Equity Shares taken by each Subscriber	Name, address, description and occupation of Witness
Shiv Kumar Malhotra 1, Park Lane, 3rd Floor Calcutta - 700 016 Company Director	100 (One hundred)	Witness to all the Signatories Anupam Jain S/o. S K Jain 4, Ganesh Chandra Avenue Calcutta-700 013 Business
Birendra Pratap Singh 1F, Meghdoot Building 12, Rowland Road Calcutta - 700 020 Businessman	100 (One hundred)	
Rajni Verma 30, Shakespeare Sarani Calcutta - 700 017 Company Executive - Bata India Ltd.	100 (One hundred)	
Usha Singh 1F, Meghdoot Building 12, Rowland Road Calcutta - 700 020 Business Woman	100 (One hundred)	
Renu Malhotra 1, Park Lane, 3rd Floor Calcutta - 700 016 Teacher	100 (One hundred)	
Michelle Waies 122A, Karaya Road Calcutta - 700 017 Service	100 (One hundred)	
Suparna Chakrabarti 17/15, K P Roy Lane Calcutta - 700 031 Service	100 (One hundred)	
Total	700 (Seven Hundred)	

Calcutta, Dated the 4th day of March, 1993