

THE COMPANIES ACT, 1956  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
  
OF  
  
**SILVERLINE TECHNOLOGIES LTD.**

PRELIMINARY

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| 1. The regulations contained in Table A of Schedule I to the Act shall apply in addition to and to the extent they are not inconsistent with any of the provisions of these Articles. | Regulation in Table A to apply to the extent they are not inconsistent with Articles. |
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INTERPRETATION

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| 2. The marginal notes hereto shall not affect the construction hereto and in the interpretation of these Articles the following expression shall have the following meanings, in this presents unless repugnant to the subject or context. | Interpretation clause. |
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| i)    | “The Company” or “This Company” shall mean Silverline Industries Limited.  |  |
| ii)   | “Board” means a meeting of the Directors duly called and constituted, or as the case may be, the Directors assembled at a board or the Directors of the company collectively, or acting by circulars under these Articles. |  |
| iii)  | “The Companies Act” or “The Act” means the companies Act 1 of 1956 as amended or any statutory modification or enactment thereof for the time being in force.  |  |
| iv)   | “Debenture” includes Debenture stock, bonds and other securities of a company, whether constituting a charge on the assets of the Company or not.  |  |
| v)    | “Dividend” includes bonus.   |  |
| vi)   | “Gender” words importing the masculine gender also include the feminine and vice versa.  |  |
| vii)  | “In writing” and “written” means and includes words written, lithographed, typewritten, printed, represented or reproduces in any mode in visible form.  |  |
| viii) | “Month” means the calendar month.  |  |
| ix)   | “Office” means the registered office for the time being of the company.  |  |
| x)    | “Paid-up” includes amount credited as paid up.   |  |
| xi)   | “Register” or “Register of Members” means the Register of Members to be kept pursuant to the Section 150 of the Act.   |  |
| xii)  | “Seal” means the common seal for the time being of the company.  |  |

- xiii) “Singular number” words importing the singular number included where the context admits or requires the plural numbers and vice versa.
- xiv) “Special resolution” and “Ordinary resolution” shall have the meaning assigned thereto respectively by Section 189 of the Act.
- xv) “These Presents” means the Memorandum of Association and the Articles of Association and the Regulations of the Company for the time being in force.
- xvi) Subject as aforesaid any words or expression defined in the Act shall except where the subject or context forbids bear the same meaning in these Articles.
- xvii) “Beneficial Owner” shall mean the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.
- xviii) “Depositories Act 1996” shall include any statutory modification or re-enactment thereof. Added vide special Resolution passed at the Annual General Meeting held on 24/12/97
- xix) “Depository” shall mean a depository as defined under clause (e) of Sub-section (1) of Section 2 of the Depositories Act, 1996.
3. Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 39 of the Act shall be furnished to every member at his request within 7 days on payment of the sum of rupee one for each copy Copies of these presents to be furnished

## SHARE CAPITAL

4. The Authorised Share Capital of the company is Rs. 300,00,00,000 (Rupees three hundred crore only) dividend into 30,00,00,000/- (Thirty crore only) Equity Shares of Rs.10/- (Rupees ten only) each with power to increase or reduce the said capital from time to time in accordance with regulation of the Company in force and the Legislative provisions for the time being in force in this behalf. Replaced vide Special Resolution passed at the Extraordinary General Meeting held on 26/03/2003
- Notwithstanding anything contained in the Articles of Association, the Company shall be entitled to dematerialize its shares, Debentures and other Securities pursuant to the Depositories Act, 1996, and to offer its shares, debentures and other Securities for subscription in a dematerialized form.

## SHARES AND CERTIFICATES

5. The shares in the capital of company shall be numbered progressively according to their several denominations and except in the manner hereinafter mentioned no shares shall be subdivided. Shares to be numbered. Added vide Special Resolution passed at the Annual General Meeting held on 24/12/97
- “Provided however that the provision relating to progressive numbering shall not apply to the shares/debentures of the Company which have been dematerialized”.
6. Subject to the provisions of these Articles and the Act, the shares shall be under the control of the Directors who may, subject to the provisions of section 78 to 81 of the Act, allot or otherwise dispose of the same or any of them to such persons and in such proportion and on such terms and conditions and either at a premium or at par or at a discount and at such time Shares at the disposal of the Directors

and for such consideration as the Directors think fit. As regards allotment from time to time, the law in force, in any, relating thereto, shall be complied with, provided that option or right to call of shares shall not be given to any persons or persons except with the sanction of the Company in general meeting.

Added vide Special Resolution passed at the Annual General Meeting held on 24/12/97

The Company shall have the power, subject to and in accordance with all other applicable provisions of the Act to purchase any of its own shares whether or not they are redeemable, at such rate(s) and on such purchase(s) and to keep them alive and/or reissue from time to time such numbers(s) of shares so purchased at such rate(s) and on such terms and conditions as the board may deem fit and appropriate.

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 loan, guarantee, provision of security or otherwise any financial assistance for the purpose of, or in connection with the purchase or subscription made or to be made by any person of or for any shares in the company.

7. Subject to the provisions of section 80 of the Act the Company shall have power to convert the unissued Equity Shares into Redeemable Preference Shares and vice-versa and the company may, issue preference shares which are or at the option of the company liable to be redeemed and the resolution authorizing such issue shall prescribe the manners terms and conditions of redemption.

Power to issue redeemable preference shares.

8. The Directors may allot and issue shares in the capital of the company as partly or fully paid in consideration of any property sold or goods transferred 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 or partly paid-up shares and if so issued, shall deemed to be fully or partly paid-up shares, as the case may be.

Directors may allot shares for consideration other than cash.

9. An application signed by or on behalf an applicant for shares of the company, followed by an allotment of any share therein, shall be an acceptance of shares 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.

Acceptance of shares

10. (a) Subject to the provisions of Section 76 of the Act the company may 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 or debentures in the company or for procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares or debentures of the company; but so that the commission shall not exceed in the case of shares five percent of the price at which the shares are issued and in case of debentures two and a half percent of the price at which the debentures are issued.

Payment of Commission on issue of shares or debentures.

(b) The Commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one

way and partly in other.

(c) The company may pay a reasonable sum for brokerage.

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| 11. | The Board of Directors shall observe the restrictions as to allotment of shares to the public contained in Sections 69 and 70 of the Act, and shall also cause, as required by section 75 of the Act, the return of allotments to be filed.   | Restrictions on allotment and return of allotment.           |
| 12. | The company, may from time to time, by ordinary resolution increase the share capital by such sum, to be dividend into shares of such amount as may be specified in resolution.   | Power to increase capital.                                   |
| 13. | The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as may be specified in the resolution sanctioning the increase of share capital and in particular such shares may be issued with a preferential or qualified right to dividends and the distribution of assets of the company.  | To what restrictions the shares issued                       |
| 14. | Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by creation of new shares, shall be considered as part of the existing capital and shall be considered as part of the existing capital and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender transfer and transmission, voting and otherwise.  | Conditions to which new shares to rank with original shares. |
| 15. | Where at any time after the expiry of two years from the formation of the company or at any time after the expiry of the year from the allotment of shares in the company made for the first time after its formation, whichever is earlier, the company in general meeting or the Board of Directors decide to increase the subscribed capital of the company by the allotment of further shares, such 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 the circumstances admit, to the capital paid up on these shares at the date; and such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer, within which the offer if not accepted, will be deemed to have been declined. The offer aforesaid shall include a right exercisable by the person concerned to renounce the shares offered or any of them in favour of any other person acceptable to the board of Directors. 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. | Further issue of share capital to members.                   |

NOTWITHSTANDING anything contained in the preceding paragraph the further shares as aforesaid may be offered to any person (whether or not such person or persons include 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 the general meeting; or
- (b) Where no such special resolution is passed, if the votes cast (whether on a show of hands, or on poll, as the

case may be) in favour of the proposed contained in the resolution moved in that general meeting (including the casting vote if any, of the Chairman) by members, who being entitled to do so, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members so entitled and voting and the Central Government is satisfied on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the company.

16. The company may subject to the provision of Section 100 to 105 inclusive of the Act, by special resolution reduce in any manner with the subject to the confirmation of the court and/or any incident authorized and consent required by law:

Reduction of Capital

(a) its share capital in any way and in particular without prejudice to the generality of the foregoing, power may,

- (i) extinguish or reduce the liability on any of its shares in respect of share capital not paid up
- (ii) either with or without extinguishing or reducing the liability on any of its shares cancel any paid up share capital which is lost or is unrepresented by available assets; or
- (iii) either with or without extinguishing or reducing the liability on any of its shares, pay off any paid up share capital which is in excess of the wants of the company;

(b) any capital redemption reserve account; or

(c) any share premium account.

17. The company may, by ordinary resolution:

Sub-division and consolidation of shares.

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its paid up shares into stock and reconvert that stock into paid up shares of any denomination;
- (c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount if any, unpaid on such reduced shares shall be same as it was in the case of the share from which the reduced share is derived; and
- (d) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled

18. The resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others or other. Sub-division into preference and ordinary shares.
19. If and whenever as the result of issue of new shares or any consolidation or sub-division of shares, any shares become held by members in fractions, the Directors, shall subject to the provisions of the Act and the articles and to the directions of the company in general meeting, if any sell those shares which members hold in fractions for the best price reasonable obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion, the net proceeds of the sale thereof. Sale of fractional shares.
20. (a) The company may be ordinary resolution:
  - (i) convert any fully paid-up shares into stock and Conversion of fully paid up shares in stock.
  - (ii) reconvert any stock into fully paid-up shares of any denomination. Transfer of stocks

(b) The holders of stock may transfer the same or any part thereof in the same manner, as and subject to the same regulation under which the shares from which the stock arose, might, before the conversion have been transferred or as near thereto as circumstances admit; provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum amount shall not exceed the nominal amount of the shares from which the stock arose. Powers & rights of stock holders.

(c) The holders of stock shall according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company and in assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares conferred that privilege or advantage. Articles to apply to stock.

(d) such of the articles of the company (other than those relating to share warrants), as any applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in these presents shall include “stock” and “stock-holder” respectively.
21. The company may issue share warrants subject to and in accordance with the provisions of Sections 114 and 115 of the Act and in that case regulations contained in clauses 40 to 43 (both inclusive) of Table A to the Schedule I of the Act shall apply. Share warrants.
22. Subject to provisions of Sections 106 and 107 of the act whenever the Share capital is divided into different classes of shares, all or any of rights and privileges attached to any class may be modified or varied by the company. Power to modify rights.

- (a) by agreement between the company and any person purporting to contract on behalf of that class provided such agreement is ratified in writing by the holders of at least three-fourth in nominal value of the issued shares of that class or
- (b) with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or
- (c) with sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class.

This Article is not to derogate from any power the company would have had if this Articles were omitted.

All the provisions contained in these Articles as to the general meetings (including the provisions relating to the quorum at such meetings) shall mutatis mutandis apply to every such meeting.

The rights conferred upon the holders of the shares of any class issued with preferred on other rights shall not unless otherwise expressly prohibited by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

23. If any share is registered in the name of two or more persons as join holders thereof, the person first name in the Register shall as regards delivery of the share certificates, receipt of dividends or bonus/shares or service of notice and all or any other matter connected with the company except voting or appointing proxy at meeting and the transfer of the shares, be deemed to be the sole thereof, but the joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares and for all incidents thereof according to the Company's regulations. Upon the death of a registered joint owner the surviving registered joint-owner or owner shall be deemed by the company to be absolutely entitled to the share.
- Joint owners of shares.
24. Subject to the provisions of Section 153-B, 187-B and other applicable provisions of the Act and save as herein otherwise provided the company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or by law required to be bound to recognize any trust, byname or equitable or other claim to or interest in such share on the part of any other person or any interest in any fractional part of a share whether or not it shall have express or other notice thereof No notice of any trust express, implied or constructive shall be entered on the register of members or of debentures holders.
- Trust no recognized
- Added vide special Resolution passed at the Annual General Meeting held on 24/12/97

“Further, the company shall also be entitled to treat the persons as the holder of any share(s) whose name appears as the beneficial owner of the shares in records of the depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognize any became trust or equity or equitable, contingent or other person whether or not it shall have express or implied notice thereof.”

- “The Company shall further be entitled to maintain a Register of member with the registered office of the Company his permanent address in India, occupation, description and father’s name (husband’s name in case of married woman) and will also intimate to the Company any change their form time such address for all purpose shall be deemed to be his proper address.
- Added vide special Resolution passed at the Annual General Meeting held on 24/12/97
25. Every member shall leave in writing at the registered office of the Company his permanent address in India, occupation, description and father’s name (husband’s name in case of married woman) and will also intimate to the Company any change their form time such address for all purpose shall be deemed to be his proper address.
- Member to furnish address ect.
26. No member who shall change his name or who being a female shall marry, shall be entitled to recover any dividend or to vote in the name other than the one registered with the Company, until notice of the change or of marriage, respectively, is given to the Company in order that the same be registered.
- Notice of changes of name or marriage of member.
27. Every member shall be entitled without payment to one certificate under the seal of the Company for all the shares registered in his name or in the case of shares of more than one class being registered in his name, to separate certificate for such class of share so registered. Every certificate of shares in respect of which it was issued and the distinctive numbers of such shares and amounts paid up thereon respectively. Every certificate shall be signed as per provisions of Article 171.
- Certificates Added vide special Resolution passed at the Annual General Meeting held on 24/12/97
- “No share certificate(s) shall be issued for shares held in a depository”.
28. If any member shall require additional certificates he shall pay for each for additional certificates such fee, if any not exceeding Rupee one as the Directors may determine.
- Additional certificate.
29. A certificate may be renewed or a duplicate thereof may be issued if such certificate:
- Renewal certificate of duplicate certificates.
- (a) is proved to have been lost or destroyed or
- (b) having been defaced, mutilated or torn and is surrendered to the Company.
30. Notwithstanding anything contained in Articles 28,29 and 30 hereof the manner of issue or renewal of a certificate or issue of a duplicate certificate, the form of a certificate (original or duplicate or renewed) the particulars to be entered in the Register of members or in the Register of renewed or duplicate share, the form of such Register the fee on payment of which, the terms and conditions if any (including terms and conditions as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the company in investigation evidence) on which a certificate may be renewed of a duplicate thereof may be issued shall be as prescribed by companies (issue of share certificates) Rules 1960 and any modification made from time to time.
- Form, manner of issue of certificates.
31. The company shall within three months after the allotment of
- Time for delivery of certificates.

any of its shares or debentures and within one month after the application for the registration of the transfer of any such shares and/or debentures, complete and have ready for delivery the certificates of all shares and debentures allotted or transferred unless the condition of issue of the shares or debentures otherwise provide and shall comply with the requirements of Section 113 and other applicable provisions (if any) of the Act.

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| 32. | Save as otherwise provided by Section 77 of the Act none of the funds of the company shall be applied in the purchase of or in lending on security of any shares of the company.   | Fund of company not to be applied/in purchase of or lending of shares of the company. |
| 33. | Every endorsement of transfer in favour of any transferred thereof or payment of call upon the certificate of any share shall be signed by a director or secretary or by any other person for the time being duly authorized by the Board of Directors in that behalf. | Endorsement of transfer of shares or payment of call.                                 |

### CALLS

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| 34. | The Directors may, from time to time by a resolution passed at a meeting of the Board 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 nominal value of the shares or by way of premium and by the condition of allotment thereof made payable at fixed times and each members shall pay the amount of every call so made on him to the persons and at the time and place appointed by the directors. A call may be made payable by installments. A call may be revoked at the discretion of Board. | Calls.   |
| 35. | At least fourteen days notice of any call shall be given by the company either by letter to the members or advertisement specifying the time and place of payment and the person to whom such call shall be paid.  | Notice of call.  |
| 36. | A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed.  | When call deemed to be made.                           |
| 37. | Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Articles shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.   | Calls for further capital to be made on uniform basis. |
| 38. | The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members, who on account of residence at a distance or some other reasonable cause may be deemed fairly entitled to such extension, but no member shall as a matter of right be entitled to such extension save as a matter of grace and favour.   | Directors may extend time for payment of call.         |
| 39. | If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof, or any extension thereof the holder for the time being of the share in respect of which the call shall have been made or the installment shall be due, shall pay interest for the same at the rate of eighteen (18) per cent per annum from the day appointed for the payment thereof to the time of the actual   | Calls to carry interest.                               |

payment or at such other lower rate as the Directors may determine. The Directors may, in their absolute discretion waive payment of any interest wholly or in part in the case of any person liable to pay such call or installment

40. Neither the receipt by the company of a portion of any money which shall, from time to time, be due from any member to the company in respect of his shares either by way of principal or interest nor any indulgence granted by the company in respect of payment of any such money shall preclude the company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided for non-payment of the whole or any balance due in respect of the shares.
- Partial payment or any indulgence shown not to preclude forfeiture.
41. The Directors may if they think fit, receive from any member willing to advance the same, all or any part of the capital due upon the shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance or so much thereof as from time to time exceeds the amount of calls then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate as the member paying such sum in advance and the Directors agree but not more than six percent per annum unless the company in general meeting shall otherwise direct. The Directors may at any time repay the amount so advances on giving to such member one month's notice in writing. The member shall not, however, be entitled to dividend or to participate in profits of the company or to any voting rights in respect of the money so paid by him until the same would, but for such payment, become presently payable.
- Payment of calls in advance.
42. On the trial or hearing of any action or suit brought by the company against any member or his representatives for the recovery of any money due in respect of his shares, it shall be sufficient to prove that the name of the member is entered in the register as the holder of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given 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 any other matters whatsoever but the proof of the matters aforesaid shall be conclusive proof of the debt.
- Evidence in action for call.
43. If by the terms of issue of any share or otherwise the whole or any of the amount or issue price thereof is made payable at any fixed time or by installments at fixed time every such amount or issue price or installment thereof shall be payable as if it were call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or issue price or installment accordingly.
- Amount payable at fixed time or by installments payable as calls.
44. Every member his executors or administrators shall pay to the company the portion of the capital represented by his share or shares which may, for the time being remain unpaid therein, in such manner as the Directors shall from time to time in accordance with the company regulations require or fix for the payment thereof.
- Every members to pay the proportion of the capital represented by his shares.
45. Any money due from the company to a member may without the consent notwithstanding the objection of such member, be
- Money due to the company may be applied towards call

applied by the Directors in or towards the payment of any money due from him to the company for calls, installment or otherwise. etc.

### INTEREST OUT OF CAPITAL

46. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provisions of any plant, which cannot be made profitable for a lengthily 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 of such to the conditions and restrictions contained in Section 208 of the Act and may, charge the same to capital as of the cost of construction of the work or building or the provisions of the plant. Interest out of capital.

### TRANSFER AND TRANSMISSION OF SHARES

47. The company shall keep a book, to be called the “register of Transfers” and therein shall be fairly and distinctively entered particulars of every transfer or transmission of any shares. Register of transfer.  
  
“Notwithstanding anything contained herein, in the case of transfer of shares/ debentures or other marketable securities where the company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply.” Added vide Special Resolution passed at the Annual General Meeting held on 24/12/97.
48. (a) An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that, where such application is made by the transferor, no registration shall in the case of a partly paid share be effected unless the company gives notice of the application to the transferee and subject to the provisions of Article 56, the company shall unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register of Member the name of the transferee in the same manner and subject to the same conditions as if the applications from registration of the transfer was made by the transferee. Mode for transfer.  
  
(b) For the purpose of clause(a) notice to the transferee shall be deemed to have been duly given if dispatched 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. The instrument of transfer of any share shall be duly stamped and executed both by the, transferor and the transferee and shall contain the name, address, description, occupation and father’s/ husband’s name of the transferee. Each signature to such transfer shall be duly attested by one witness who shall also add his address. Instrumental transfer to be stamped and executed.
50. The instrument of transfer shall be in writing and all the provisions of section 108 of the companies Act, 1956 and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof. Form of transfer.

51. The transferor shall be deemed to remain the holder of such share (or shares) until the name of the transferee is entered in the Register of Members in respect thereof. Transfer to remain holder of shares until transferee's name entered in the register.
52. Every instrument of transfer duly stamped and executed by or on behalf of the transferee shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the company may require to prove the title of the transferor or his right to transfer the shares, provided that where it is proved to the satisfaction of the Directors of the company that an instrument of transfer signed by the transferor and transferee, has been lost the company may, if the Directors think fit, on an application in writing made by the transferee and bearing the stamp required by an instrument of transfer, register the transfer on such terms as to indemnity as the Directors may think fit. The instrument of transfer of shares shall be deposited with the company within such time or times as may be prescribed by the Act or Rules made thereunder. Transfer to be left at office and evidence of title given.
53. The Directors may, if they so desire, charge in respect of every registration of membership on transmission and of every registration of transfer of shares such fee as they may determine from time to time. The Directors may in their discretion not charge any such fees. Fee on transfer of transmission.
54. No transfer shall be made to any minor or person of unsound mind, but in the event of such transfer being registered, the transferor shall remain liable to the company for all moneys due on the share so transferred notwithstanding such transfer. Share not to be transferred to minor or persons of unsound mind.
55. Subject to the provisions of Section III of the Act, the Board, without assigning any reason for such refusal, may, within one month from the date on which the instrument of transfer was delivered to the company, refuse to register any transfer of a share upon which the company has a lien or the Board does not approve. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the company on any account whatsoever except a lien on shares. Power to refuse registration of transfer.
56. In case of refusal to register the transfer of any shares, the Directors shall within one month from the date on which the instrument of transfer was lodged with the company send to the transferee and the transferor a notice of refusal. Notice of refusal to be given to the transferor and transferee.
57. All instruments of transfer, which shall be retained by the company but any instrument of transfer which the Directors may decline to register, shall be returned to the person depositing the same. Instrument of transfer to be retained.
58. The Directors may, on giving seven day's previous notice by advertisement in some newspaper circulating in city, town or place where the registered office of the company is situated and Bombay, close the transfer books and Register of Members or debenture-holders for any time or times not exceeding in the whole forty-five days in each year but not exceeding thirty days at a time. Closure of the transfer books.
59. The registration of a transfer shall be conclusive evidence of the approval by the Directors of the transfer so far only as the Registration of transfer conclusive evidence of approval

shares transferred are concerned but not further or otherwise by Directors.  
nor shall it incapacitate the directors from claiming the right to  
refuse registration of transfer of shares on any subsequent  
transfers applied for.

60. Neither the company nor the Directors shall incur any 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 on appearing in the Register of Members) to the prejudice of any person or persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the company or the Directors may have had notice of such equitable right, title or interest of notice prohibiting registration of a transfer. The Company not liable to disregard any notice prohibiting registration of a transfer.
61. The executor or administrator of the holder of a succession certificate in respect of shares of deceased member (not being one of several joint holders) shall be the only person whom the company shall recognize as having any title to the share registered in the name of such member and in case of the death of any one or more of the joint holders of any registered share, the survivor or survivors shall be the only person recognized by the company as having any title or interest in such share but nothing herein contained shall be taken to release the estate of a deceased joint-holder from liability on share held by him jointly with any other person. Before recognizing any executor or administrator or legal heir the Directors may require him to obtain a grant of Probate or Letters of Administration or Succession Certificate or other legal representation as the case may be from some competent Court; provided nevertheless that in any case where the Directors in their absolute discretion think fit it shall be lawful for the directors to dispense with the production of Probate or Letters of Administration or a Succession Certificate or such other legal representation upon such terms as to indemnity or otherwise as the Directors may think fit and under the next article register the name of the person who claims to be absolutely entitled to the share standing in the name of the deceased person. Transmission of Registered shares.
62. (a) Any person becoming entitled to a share in consequence of death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, upon producing such evidence that he sustains the character in respect of which he purposes to act under this Article, or of his title as the Director think sufficient, may with the consent of the directors (which they shall not be under any obligation to give), and upon giving such indemnity as the Directors think fit, either be registered himself as the holder of such share or may subject to the regulations as to transfer hereinbefore contained elect to have some persons nominated by him and approved by the Directors registered as the transfer thereof, provided nevertheless, that if such person shall elect to Registration of person entitled to share otherwise than by transfer.

have his nominee registered he shall testify the election by executing in favour of his nominee an instrument of transfer of such shares in accordance with the provision herein contained and until he does so, he shall not be freed from any liability in respect of the share. This Article is herein after referred to as the “transmission clause”.

(b) The Directors shall have the same right to refuse to register a person entitled transmission of any shares or his nominee as if he was transferee named in an ordinary instrument of transfer presented for registration.

63. 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 and unless an indemnity be given to the company with regard to such registration which the Directors at their discretion, shall consider sufficient provided nevertheless that there shall not be any obligation on the company or the Directors to accept any indemnity. Evidence of transmission to be verified.
64. Until the Directors otherwise determine a person becoming entitled to a share by transmission shall not be entitled to receive notices of or save as provided in Article 108 hereof to attend or vote at meetings of the company, or save as aforesaid, to any of the rights and privileges of a member unless and until he shall be registered himself as a member in respect of the share. Right of such person.

#### LIEN ON SHARES

65. The company shall have a first 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 money (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created except upon the footing and condition that this Article is to have full effect. And such lien shall extend to all dividends 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 shares to be exempt wholly or partially from the provisions of this Article. Company’s lien on shares.
66. For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they think fit and transfer the same to the name of the purchaser without any consent and notwithstanding any objection or opposition on the part of the indebted member or any other person or persons interested therein and a complete title to the shares which shall be so sold and a complete shall be acquired by the purchaser, by virtue of such sale and transfer against such indebted member and all persons claiming with or under him, whether he may be indebted to the company in point of fact or not any such sale shall be made until such period as aforesaid shall have arrived and until notice in writing stating the amount due, or specifying the liability or engagement and demanding payment or discharge or fulfillment thereof and of the intention to sell in default shall have been served upon such member, or his legal representatives, or upon the person (if any) entitled by transmission to the shares and default shall Lien enforced by sale.

have been made by him or them, in payment, fulfillment or discharge or such debts, liabilities or engagements for seven days after the date mentioned in such notice.

67. The net proceeds 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 be paid to such member his executors or administrators or assigns or other legal representatives as the case may be.
- Application of proceeds of sale.

#### FOREFEITURE OF SHARES

68. If any member fails to pay any money due from in respect of any call made or, installment due on any share or any sum which by the terms of issue of any shares becomes payable at fixed time, whether on account of the amount of the share, or by way of premium, on or before the day appointed for the payment of the same, or any such extension thereof or any interest due on such call or installment, or any expenses that may have been incurred thereon, the Directors or any person authorized by them for that purpose, may at any time thereafter, during such member or legal representatives (if any) through the post or by messenger or if there be no such representative or person then by way of advertisement, requiring him to pay the money payable in respect of such share, together with such interest that may have accrued and all expenses that may have been incurred by the company by reason of such non-payment.
- If any money payable on shares not paid notice to be given to members.
69. The notice shall name a further day ( not earlier than the expiry of fourteen days from the date of service of the notice) on or before which and or place or places at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state, that, in the event of the non-payment at or before the time and at the place appointed the shares in respect of which the calls was made or installment is payable will be liable to be forfeited.
- Form of notice.
70. If the requisition of any such notice as aforesaid are not complied with any share in respect of which such notice has been given, may at any time thereafter before payment of all calls, or installments interest and expenses due in respect thereof, be forfeited by a Resolution of the Directors to that effect. Such forfeiture shall include all dividend declared in respect of the forfeited shares and not actually paid before the forfeiture.
- If notice not complied with share may be forfeited.
71. When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, or to his legal representative, or the person entitled to the share by transmission by writing sent to the registered address of such member or of such representative or person, through the post or by messengers, or if there be no such representative or such person then by way of advertisement and an entry of this of the forfeiture, with the date thereof, shall forthwith be made in the Register the provisions of this article are however discretionary only and no forfeiture shall in any manner be invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
- Notice of forfeiture.

72. Any share so forfeited shall deemed to be the property of the company and the Directors may sell, re-allot or otherwise dispose of the same upon such terms and in such manner as they may think fit. Upon any sale, re-allotment or other disposal the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect. Forfeiture share to become property of company.
73. In the meantime and until any share so forfeited shall have been sold, re-allotted or otherwise dealt with as aforesaid, the forfeiture thereof may at the discretion and by a resolution of the Directors, be remitted and annulled as a matter of grace and favour but not as of right, upon such terms and conditions as they think fit. Forfeited remitted or annulled.
74. Any member whose shares shall have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the company all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon, from the time of the forfeiture until payment, at such rate not exceeding nine per cent per annum as the Directors may determine, in the same manner in all respect as if the share have not been forfeited without any deduction or allowance for the value of the shares at the time of forfeiture and the Directors may (but it being not so obligatory) enforce the payment of such money or any part thereof if they think fit without entitling such member or his representative to any remission of such forfeiture or to any compensation for the same behalf of the company as they shall think fit. Member still liable to pay money due notwithstanding forfeiture.
75. The forfeiture of a share involve the extinction of all interest in and also of all claims and demands against the company in respect of the shares and all other rights incidental to the share except only such of those rights as by these Articles are expressly saved. Effect of forfeiture.
76. A certificate in writing under the hands of a Directors or any other person who may be appointed for the purpose by the Directors that the call or installment in respect of a shares was made or was due or the interest in respect of a call or installment was payable as the case may be that notice thereof specified as aforesaid was given and default in payment was made and that the forfeiture of the shares was made by a resolution of the Directors to that effect, shall be sufficient evidence of the facts, stated therein as against all persons entitled to or interested in such shares; and such certificate and the receipt of the company for the price of such share shall constitute a good title to such share in the purchaser or allottee of such share who shall as soon as he has completed his purchase or accepted such allotment, be entered in the Register of Members as the holder of the share. Any such purchase or allottee shall not (unless by express agreement) be liable to pay any calls, installments, interest and expenses owing to the company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any dividends, interests or bonuses accrued or which might have accrued upon the shares before the time of completing his purchase or before such allotment. Such purchaser or allottee shall not be bound to see to the application of the purchase money or Certificate of forfeiture.

allotment money nor shall his title to the share be affected by any irregularity in the proceedings in reference to the forfeiture of such share or sale thereof.

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| 77. | The Directors may accept the surrender of any share by way of compromise of any question so to the holder being properly registered in respect thereof or on any other terms they think fit. Provided that the Directors shall not have the power to purchase the share of any member with the money of the company.  | Directors may accept surrender of any share. |
| 78. | Upon any sale after forfeiture or surrender or for enforcing a lien exercised by virtue of the powers herein before given the Directors may cause the purchaser's name to be entered in the register in respect of the shares held and the person to whom the shares are sold or disposed of shall not be bound to see to the regularity of the proceedings or to the application of the purchase money nor shall his title to the share be effected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. The validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only against the company exclusively. | Validity of shares.                          |

#### GENERAL MEETINGS

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| 79. | The company shall in each year hold in addition to any other meeting, an Annual General Meeting shall specify the meeting, an Annual General Meeting shall specify the meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.<br><br>Provided that the First Annual General Meeting of the company be held within eighteen months from the date of incorporation. Provided further that with the permission of Registrar the time for holding any annual general meeting (not being the First Annual General Meeting) may be extended by a further period not exceeding three months.<br><br>Provided further that more than six months shall elapse between the expiry of the financial year of the company and the day of the Annual General Meeting except in case provided for in the forgoing proviso. | Annual Meeting.                                   | General |
| 80. | Every Annual General Meeting shall be called for a time during business hours on a day that is not a public holiday and shall be held either at the Registered Office of the company or at some other place within the city, or town in which the Registered Office of the company is situated.  | Time and place of Annual Meeting.                 | General |
| 81. | All General Meetings other than Annual General Meetings shall be called Extra-ordinary General Meetings.   | Extra-ordinary General Meetings                   |         |
| 82. | The Directors may, whenever they think fit and they shall on the requisition of the holders of not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit of such requisition carries the right of voting in regard to that matter, to be considered at the meeting forthwith proceed to convene an Extra-ordinary General Meeting of the company and in case of such requisition provisions of Section 169 of the Act shall apply.   | Requisitions for Extra-ordinary General Meetings. |         |

83. In the case Extra-ordinary General Meeting called in pursuance of requisition, unless such meeting shall have been called by the Directors, no business other than that stated in the requisition as the objects of the meeting shall be transacted. Business of meeting called by requisition.
84. A General Meeting of the company may be called by not less than 21 days notice in writing, but a general meeting may be called by giving a shorter notice, than that specified above consent is accorded thereto in the case of an Annual General Meeting, by all the members entitled to vote thereat and in the case of any other meeting, by members of the company holding not less than 95% of such part of the paid up share capital of the company as gives them a right to vote at that meeting provided that where any members of the company are entitled to vote only on some resolutions to be moved at the meeting and not on the others those members shall be taken into account for the purpose of this article in respect of the former resolution or resolutions and not in respect of the latter. Notice of meetings.
85. (a) Every notice of a meeting of the company shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat. Contents of notice.
- (b) 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.
86. 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 at General Meeting.
- (a) the consideration of the Accounts, Balance Sheet and the Reports of the Directors and the Auditors.
- (b) the declaration of a dividend;
- (c) the appointment of Directors in place of those retiring, and
- (d) the appointment of, and the fixing of the remuneration of, the Auditors.
- In the case of any other meeting, all business shall be deemed special.
87. 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 all material facts concerning each such item of business, including, in particular, the nature of the concern or interest, if any, therein, of every Directors and the Manager, if any. Explanatory statement.
- Provided that where the notice of a meeting is given by advertising the same in a newspaper, the statement of material facts need not be annexed to the notice as aforesaid but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the company.
- Provided further 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, or the Manager, if any, of this company shall also be set out in the statement, if the extent of such shareholding interest is not less than twenty percent of the paid up share capital of such other company.

Where any item of business to be transacted at the meeting consists of according the approval of the meeting to any document, the time and place where the document can be inspected shall be specified in the Explanatory Statement.

88.

Where under any provision of the Act, or 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 notice is served or deemed to be served and the day of the meeting. The company shall immediately after receipt of such resolution give its members notice of the resolution in the same manner as it given notice of the meetings, of it that is not practicable, shall be given them notice thereof either by advertisement in the newspaper having an appropriate circulation or in any other mode allowed by the presents not less than seven days before the meetings.

Special notice.
89.

The accidental omission to give notice of any meeting to, or the non-receipt of any notice by, any member shall not invalidate the proceedings at any general meeting.

Omission to give notice.
90.

At every Annual General Meeting of the company there shall be laid on the table the Director’s Report and Audited Statement of Accounts, Auditor’s Report and the share holdings are required to be maintained under Section 307 of the Act. The Auditor’s Report shall be read before the company in General Meeting and shall be opened to inspection of all the members of company during the continuance of the meeting.

Reports, statements and registers to be laid on the table.

PROCEEDINGS AT GENERAL MEETING

91.

Subject to the provisions of Article 95 the quorum for a General Meeting shall be five members personally present.

Quorum
92.

No business shall be transacted at any general meeting unless the quorum requisite shall be present at the commencement of the business.

Quorum to be present when business commenced.
93.

No business shall be discussed or transacted at any general meeting except the election of a Chairman whilst the chair is vacant. The Chairman of the Board of Directors shall be entitled to take the chair at every meeting or, there be no such Chairman or at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act as Chairman of the meeting the members present, shall choose another Director as Chairman and if no Director is present or if all the Directors present decline to take the chair then the members present shall choose one of their number being a member entitled to vote to be Chairman.

Chairman of General Meeting.

94. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such time and place as the Directors may determine and if at such adjourned meeting a quorum be not present, within half an hour from the time appointed for the meeting, those members who are present shall be a quorum and may transact the business for which the meeting was called. When if quorum not present meeting to be dissolved and when to be adjourned.
95. At any General meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded in the manner mentioned in Section 179 of the Act and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, unanimously or by a particular majority and an entry to that effect in the book of the proceeding of the company shall be conclusive evidence of the fact, without proof of the number or proportion of the voted recorded in favour of, or against that such resolution. What is to be evidence of the resolution where poll not demanded.
96. Where a poll is to be taken the Chairman of the meeting shall appoint two scrutineers to scrutinize the votes on the poll and to report thereon to him one of the scrutineers so appointed shall always be a member (not being an officer or employees of the company) present at the meeting, provided such a member is available and willing to be so appointed. The Chairman shall have power, at any time before the result of the poll is declared to remove a scrutineer from office and to fill vacancies in the office of scrutineers arising from such removal or from any other cause. Scrutineers at poll.
97. Before or on the declaration of the result of the voting on 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 the persons or person specified below in Section 179 of the Act. Poll how demanded
98. If a poll is demanded as aforesaid it shall, subject to the provisions of Article 102 be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or otherwise not being later than 48 hours from the time of such demand and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. Poll
99. The Chairman of general meeting may, with the consent of the meeting and shall if so directed by the meeting, adjourn the same 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 took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of 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. Power to adjourn general meeting.
100. 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 Casting votes.

show of hands taken place or at which the poll is demanded, shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled as a member.

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| 101. | An poll duly demanded on the election of a Chairman of meeting or any question of adjournment, shall be taken forthwith.  | In what cases poll taken without adjournment.         |
| 102. | The demand of a poll except provided, under article 102 shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. | Business may proceed notwithstanding demand for poll. |
| 103. | The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting either on show of hand or on poll.   | Chairman's decision conclusive.                       |

### VOTE OF MEMBERS

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| 104. | Subject to any right or restrictions for the time being attached to any class or classes of shares. On a show of hands, every equity shareholder present in person shall have one vote and on a poll the voting right of every equity shareholder whether present in person or by proxy shall be in proportion to his share of the paid up equity capital of the company.   | Vote of members.  |
| 105. | Except as conferred by Section 87 of the Act, the holder of preference share shall have no voting rights, where the holders of any preference share has a right to vote on any resolution in accordance with the provisions of Sub-section (2) of Section 87 of the Act his voting right on poll as the holder of such share shall, subject to Section 92 of the Act, be in the same proportion as the capital paid up in respect of the preference share bears to the total paid up equity of the company.   | Voting rights of preference shareholders.                   |
| 106. | A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on poll, by his committee or other guardian may on a poll, vote by Proxy. If any member is a minor the vote in respect of his share may be given 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.  | Voting in case of a lunatic or minor.                       |
| 107. | Any person entitled under the transmission clause to transfer any share may vote at any general meeting in respect thereof in the same manner as if he was the registered least before the time of holding the meeting or, adjourned meeting as the case may, at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares, or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.   | Vote in respect of shares of deceased and bankrupt members. |
| 108. | Where there are joint holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share 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 that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stand shall for the purpose of this Article be deemed joint holders thereof. | Joint holders.  |

109. Subject to the provisions of these Articles, vote may be given personally or by proxy, or in the case of a company by its duly authorized representative who has been recognized and accepted by the company. No members present only by proxy shall be entitled to vote on a show of hands unless such member is corporation present by a proxy who is not himself a member of the company, in which case such proxy shall vote on a show of hands, as if he were member of the company.

Vote may be given personally or by proxy.
110. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or to be signed by an officer or an attorney duly authorized by it. A proxy need not be a member.

Instrument appointing proxy to be in writing.
111. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power or authority shall be deposited at the registered office of the company not less than forty eight hours before the time for holding the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

Instrument of proxy to be deposited at office.
112. Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as circumstances will admit, be in any of the forms set out in Schedule IX of the Act.

Form of proxy.
113. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which vote is given, provided no intimation in writing of the death, revocation or transfer shall have been received at the office before the meeting.

When vote by proxy valid though authority revoked.
114. No member shall be entitled to vote either personally or by proxy at any general meeting or meeting of a class of shareholders or upon a poll unless all calls or other sums presently payable by him in respect of shares held by him have been paid on in respect of which the company has and has exercised a right or lien.

Votes of members whose calls are in arrears.
115. No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting and the Chairman of the meeting shall be sole judge of the validity of every vote tendered at such meeting.

Objection qualification to of voter.

## DIRECTORS

116. Until otherwise determined by a general meeting the number of Directors shall not be less than three or more than twelve excluding the ex-officio Directors and or special Director, Debenture Directors or Mortgage Directors, or Nominated Director, if any.

Number of Directors
117. Any Trust Deed for securing debenture or debenture stocks may if so arranged provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture stocks of some person to be a Directors of the

Debenture Directors.

company and may empower such trustees or holders or debentures or debenture stocks from time to time to remove any Directors so appointed. The Director appointed under this Article is herein referred as “debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation. The Trust Deed may contain such ancillary provisions as may be arranged between the company and the Trustees and all such provisions shall have effects notwithstanding any other provisions herein contained.

118. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the company to the Industrial Development Bank of India (IDBI), Industrial Finance Corporation of India (IFCI), the Industrial Credit and Investment Corporation of India (ICICI) or to any other Finance Corporation or Credit Corporation or to any other Financing company or Body out of any loans granted and UTI (Unit Trust of India) or any other Financing Corporation or Body (each of which IDBI, IFCI, ICICI, LIC and UTI or any other Finance Corporation or Credit Corporation or any other Financing company or body is hereinafter in this Article referred to as “the Corporation”) continue to hold debentures in the company by direct subscription or private placement, or so long as the corporation hold shares in the company as a result of underwriting or direct subscription or so long as any liability of the company arising out of any guarantee furnished by the corporation on behalf of the company remains outstanding, the corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, whole-time or part-time (which Director or Directors is/are) hereinafter to as “Nominee Director/s”, on the Board of the company and to remove from such office any person or persons “so appointed and to appoint any persons or persons” in his or their place/s.

Nominated Director.

The Board of Directors of the company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the company.

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the company to the corporation or so long as the corporation holds debentures in the company as a result of underwriting or direct subscription or the liability of the company arising out of any guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the corporation to hold debentures/shares in the company or on the satisfaction of the liability of the company arising out of any guarantee the moneys owing by the company to the corporation is paid off or of furnished by the corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General

Meetings, Board Meetings and of the meetings of the committee of which the Nominee Director/s is/are member/s also the minutes of such meetings. The corporation shall also be entitled to receive all such notices and minutes.

The company shall pay to the Nominee Director/s sitting fees and expenses which the other Directors of the company are entitled, but if any other fees, commission, monies or remuneration in any form is payable to the Directors of the company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the corporation and the same shall accordingly be paid by the company directly to the corporation. Any expenses that may be incurred by the corporation with their appointment or Directorship shall also be paid or reimbursed by the company to the corporation or, as the case may be, to such Nominee Directors.

Provided that if any such Nominee Directors is an officer of the corporation the sitting fees, in relation to such Nominee Directors shall accrue to the corporation and the same shall accordingly be paid by the company directly to IDBI.

Provided also that in the event of the Nominee Director/s being appointed as whole time Director/s such Nominee Director/s shall exercise such powers and duties as may be approved by the Lenders and have such rights as are usually exercised or available to be a whole time Director in the management of the affairs of the Borrower. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the Lenders.

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| 119. | If and when any mortgage of the properties and undertaking of the company is created the mortgage or mortgages may have the right to appoint and from time to time remove and reappoint a Director or Directors in accordance with the provisions of the Indenture of Mortgage. The Directors appointed under this Article are referred to as the “Mortgage Directors” and shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or removed by the company and the term “Mortgage Director” means the Director for the time being in office under this Article.  | Mortgage Director  |    |
| 120. | The Directors shall not be required to hold any shares as qualification shares.  | Qualification<br>Directors   | of |
| 121. | The remuneration of every Director shall be such sum as may be fixed by the Board of Directors not exceeding the limits prescribed by Central Government, Company Law Board, or any other authorities by notification or otherwise.  | Remuneration<br>Director.  | of |
| 122. | The Directors may allow and pay to any Director who travels for the purpose of attending and returning from meeting of the Board of Directors or any committee thereof of general meeting or in connection with the business of the company his traveling and hotel and other expenses incurred by him in consequence or for the purpose of his attendance and in connection with the business of the company in addition to his fees for attending such meetings above specified and other remuneration payable to him. The Directors may also subject to the provision of Section 309 of the Act, from time to time fix, the remuneration to be paid to any member or members of | Traveling expenses<br>incurred by<br>Directors on<br>company’s business. |    |

their body constituting a committee appointed by the Directors in terms of these Articles and may pay the same.

123. If any Director, being willing, shall be called upon to go or reside outside his place or residence of the company's business or otherwise perform extra services the Directors may subject to the provisions of section 309 of the Act, arrange with such Directors for such special remuneration for such services, either by way of salary or commission, or by a percentage of profits, or the payment of a fixed sum of money as may be determined by the Directors and such remuneration may be either in addition to or in substitution of his remuneration above provided. The Directors shall also be entitled to be repaid and reimbursed any traveling or other expenses incurred in connection with the business and affairs of the company. Special remuneration of Directors.
124. The continuing Director may act notwithstanding any vacancy in their body; but so that if the number falls below the minimum above fixed the Directors shall not, except for the purpose of filling vacancies, or to call a general meeting, act so long as the number is below the minimum. Directors may act notwithstanding vacancy.
125. The Directors shall have power at any time and from time to time to appoint any person as a Director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum fixed as above. But any Directors so appointed shall hold office only until the next following annual general meeting of the company and shall then be eligible for re-election. Powers of Directors to appoint additional Directors
126. The 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 meeting of the Directors are held. An alternate Director appointed under this Article shall not hold office as such for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to such state. If the term of office of the Original Director is determined before he returns to such state any provision in the Act or in these Articles for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternative Director. Alternate Director
127. If the office of any Director appointed by the company general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the board. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office, if it had been vacated as aforesaid. Powers of Directors to fill in casual vacancy.

#### DISQUALIFICATION OF DIRECTORS

128. Subject to Section 283(2) of the Act, the office of a director shall become vacant if: Disqualification
- (a) he fails to obtain within two months or at any time thereafter ceases to hold the share qualification, if any required of him under these Articles; or

- (b) he is found to be of unsound mind by a Court of competent jurisdiction; or
- (c) he applies to be adjudicated an insolvent; or
- (d) he is adjudged an insolvent; or
- (e) he is convicted by a Court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than six months; or
- (f) he fails to pay any call in respect 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 Gazettee, removed the disqualification incurred by such failures; or
- (g) he absents himself from three consecutive meetings of the Board or from all meetings of the Board for a continuous period of three months, which ever is the longer, without obtaining leave of absence from the Board; or
- (h) he acts in contravention of Section 299 of the Act; or
- (i) he becomes disqualified by an order of court under Section 203 of the Act; or
- (j) he be removed in pursuance of section 284 of the Act; or
- (k) having been appointed a Director by virtue of his holding any office of other employment in the company, he ceases to hold such office or other employment in the company; or
- (l) he whether by himself or by any person for his benefit or on his account, or any firm in which he is 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.

#### REMOVAL OF DIRECTOR

- 129.
- (a) The company may be by an ordinary resolution remove a Director (not being a Director appointed by the Central Government in pursuance of Section 408 of the Act or debenture Director or mortgage Director nominated Director) before the expiry of his period of the office.
  - (b) Special notice shall be required of any resolution to remove a Director under this Article or to appoint somebody instead of a Director so removed at the meeting at which he is removed.
  - (c) A vacancy is not filled under sub-clause (c) above it may be filled as a casual vacancy in accordance with the provisions, so far as they may be applicable, of Section 262 of the Act, and all the provisions of that section shall apply accordingly, provided that the

Power to remove Directors by ordinary resolution.

Director who was removed from the office shall not be reappointed as a director by the Board.

#### ROTATION OF DIRECTORS

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| 130. | Not less than two-third 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. The remaining shall be appointed in accordance with the provisions of these Articles.             | Retirement of Directors to retire annually.                               |
| 131. | At every Annual General Meeting of the company subject to Article 119, 120, 121, 166 and 168 hereof, one third of such of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three then the number nearest to one third shall retire.   | Number of Directors to retire annually,                                   |
| 132. | Subject to the provisions of section 262(2) and 284(5) of the Act, the Directors to retire by rotation under Article 133 at every Annual General Meeting shall be those who have been longest in office since last appointment, but as between persons who become Directors on the same day, those who are to retire shall in default of an subject to any agreement among themselves be determined by lot. | Ascertainment of Directors retiring by rotation and filling of vacancies. |
| 133. | A retiring Director shall be eligible for re-election.  | Eligibility for re-election   |
| 134. | Subject to the provisions of Section 255, 256, 258, 259, 264, 284, 315 and other applicable provisions, if any, of the Act, 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.  | Appointment of successors.  |
| 135. | If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the 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.                                     |
| 136. | 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;  | Retiring Directors when deemed to be re-appointed                         |
|      | (a) at that meeting or at the previous meeting 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 Director 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 in virtue of any provisions of the Act; or   |   |
|      | (e) the provision of sub-section (2) of section 263 of the  |   |

Act is applicable to the case.

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| 137. | No person, not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other member intending to propose him has at least fourteen clear days before the meeting left at the Registered Office a notice in writing under his hand signifying his candidature for the office of Director of the intention of such member to propose him along with a deposit of five hundred rupees which shall be refunded to such person or as the case may be to such member, if the person succeeds in getting elected as a Director. The company shall inform the members of the candidature of a person for the office of Director intention of a member to propose such person as a candidate for the office as required by sub-section (1A) of section 257 of the Act.         | Notice<br>candidature<br>Directorship.<br><br>of<br>for                                 |
| 138. | Every persons other than a person who has left at the Registered Office of the Company a notice as aforesaid signifying his candidature for the office of a Director shall sign and file with the company his consent in writing to act as a Director, if appointed and shall not act as a Director unless he has by himself or by his agent authorized in writing signed and filled with the Register of companies a consent in writing to act as such Director within 30 days of his appointment as a Director.   | Consent to be filed<br>with the company<br>and Registrar                                |
| 139. | <p>(a) The company shall keep at its Registered Office a Register containing the particulars of its Directors and other persons, if any mentioned in Section 303 of the Act and shall within the period of 30 days mentioned in the said Section send to the Registrar a return containing the particulars specified therein and shall otherwise comply with the provisions of the said section in all respects.</p> <p>(b) The company shall also keep at its registered office a Register in respect of the shares or debentures of the company held by its Director or Manager, if any, as required by Section 307 of the Act and shall otherwise duly comply with provisions of the said Section in all respects.</p>   | Company<br>to<br>maintain Register of<br>Directors and their<br>shareholding.           |
| 140. | <p>(a) Every Director of company (including a person deemed to be a Director by virtue of the Explanation to sub-section (1) of Section 303 read with Section 7 of the Act, shall within 20 days of his appointment to and relinquishment of any of the above offices specified in the said Section 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 sub-section (1) of Section 303 of the Act.</p> <p>(b) Every Director and every person deemed to be a Director of company by virtue of sub-section (10) of Section 307 of the Act, shall give notice to the company of such matters relating to himself as may be necessary for the purpose of enabling the company to comply with the provisions of that section.</p> | Disclosure<br>by<br>Director<br>of<br>appointment to any<br>other<br>body<br>corporate. |

PROCEEDINGS OF DIRECTORS

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| 141. | The Directors, may meet together for the discharge of business, adjourn and otherwise regulate their meetings and proceedings from time to time as they deem fit. Provided however, that a meeting of Board of Directors shall be held at least once in every three months and at least four such meetings shall be held every year.   | Meeting<br>Directors.                                | of       |
| 142. | The Directors may at any time and secretary shall upon such request of any Director call a meeting of the Directors at such place as he may think fit for the disposal of business. 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.  | Who may call a<br>meeting of Directors.              |          |
| 143. | The quorum for a meeting of the Board of Directors of the company shall be one-third of its total strength or two Directors whichever is higher provided that where at any time the number of interested Directors exceeds or is equal to two-third of the total strength, the number of the remaining Directors who are not interested present at the meeting being not less than two, shall be the quorum during such time.  | Quorum   |          |
| 144. | If a meeting of the Board cannot be held for want of a quorum, then the meeting shall stand adjourned to such day, time and place as the Director or Directors present at the meeting may fix.   | Adjournment<br>meeting for want of<br>quorum.        | of       |
| 145. | 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 these articles are for the time being vested in or exercisable by the Directors generally.  | Power of a meeting<br>at which quorum is<br>present. |          |
| 146. | (1) The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, then the Directors present shall choose one of their number to be Chairman of such meeting.  | Chairman   |          |
| 147. | The question arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes the Chairman will have a second or casting vote.   | How questions to be<br>decided                       |          |
| 148. | (a) The Board may subject to the provisions of Section 292 and other applicable sections, if any of the Act, delegate any of its powers to committees or sub-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 shall in the exercise of the powers so delegated, confirm to any regulations that may from time to time be imposed by the Board. All acts done by any such committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise and have the like force and effect as if done by the Board. | Delegation<br>powers<br>Committee etc.               | of<br>to |

- (b) The Board may from time to time delegate all or any of the powers and authorities to any officer of the company except those powers which under the Act or by these presents are required to be exercised or performed by the Board.

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| 149. | The meetings and proceedings of any such committee or sub-committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meeting and proceedings of the Directors so far as the same are applicable thereto are not superseded by any regulations made by the Board under the last preceding Article.  | Resolution<br>circulation                 | by |
| 150. | A resolution shall be a valid and effectual as if it had been passed at a meeting of the Directors or for the Committee thereof duly called and constituted if it is circulated in draft together with necessary papers if any to all the Directors or to all the members of the committee then in India (not being less number than the quorum fixed for a meeting of the Board of committee as the case may be) and to all other Directors or Members at their usual address in India and has been approved by such of the Directors as are in India or by a majority of such of them as are entitled to vote on the resolution.                            | Proceedings<br>committee.                 | of |
| 151. | All acts done by any meeting of the Directors, or of a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any one or more such Directors or of any persons acting as aforesaid, or that they or any of them were or was disqualified be a valid as if every such Director or person had been duly appointed and was qualified to be a Director or a member of a Committee. Provided that nothing in this Article shall be deemed to give validity to act of a person as aforesaid after his appointment has been shown to be invalid. | Proceedings valid in<br>split of defects. |    |

## MINUTES

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| 152. | <p>(1) The company shall cause Minutes of all proceedings of every general meeting and of all proceedings of every meetings of its Board of Directors 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 the books kept for the purpose with their pages consecutively numbered. In no case the minutes of the proceedings of any meeting shall be attached to any such book by pasting or otherwise.</p> <p>(2) Each page of every such books shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed;</p> <p style="padding-left: 40px;">(a) in the case of minutes of proceeding of a meeting of the Board or of a Committee thereof, by the Chairman of the next succeeding meeting.</p> <p style="padding-left: 40px;">(b) in the case of minutes of proceedings of a General Meeting by the Chairman of the same meeting within the said thirty days or in the event of the death or inability of that Chairman</p> | Minutes<br>meetings. | of | the |
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within that period by a Director duly authorized by the Board for the purpose.

- (3)
- (a) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
  - (b) All appointment of officers made at any of the meeting aforesaid shall be included in the minutes of the meeting.
  - (c) In the event of a meeting of the Board of Directors or of a Committee thereof, the minutes shall also contain:
    - (i) the names of the Directors members of the Committee present at the meeting; and
    - (ii) in the case of each resolution passed at a meeting of the Directors or members of the Committee, if any, dissenting from or not concurring with the resolution.

#### BORROWING POWERS

153. Subject to Section 292 and 293 of the Act, the Directors may raise or borrow any sum or sums of money for the purpose of the company and may secure payment or repayment of the same in such manner and upon such terms and conditions as the Directors think fit and in particular by the creation of any hypothecation, pledge or charge on and over the company's stock, book-debts and other moveable property. Power to borrow

Provided that the Directors shall not without the sanction of a General Meeting of the company borrow any sum of money where the moneys to be borrowed together with money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the company and its free reserves that is to say, reserves passed in the General Meeting shall specify the total amount upto which moneys may be borrowed by the Directors.

154. The Directors may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as it think fit and in particular, by the creation and issue of mortgages, charges or debenture stock or in the issue of debentures secured or upon all or any part of the undertaking property and rights of the company (both present and/or future) including the uncalled capital or by making, giving, accepting, drawing or endorsing on behalf of the company any promissory notes or bills of exchange. Directors may secure repayment of moneys.
155. Every debenture or other instrument issued by the company for securing the payment of money may be so framed that the moneys thereby secured shall be assigned free from all equities between the company and the person to whom the same may be issued. Any debentures, debenture-stock, bonds, or other instruments or securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any Debentures

special privileges as to redemption, surrender, drawing and allotment of shares or otherwise. Provided that the debentures with the right to conversion into or allotment of shares shall not be issued without the consent of the company in General Meeting.

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| 156. | Subject to the provisions of the Act and these articles, the Directors or any of them or any other persons who shall become personally liable for the payment of any sum primarily due from the company, the Directors may execute or cause to be executed may mortgage, charge or security for or affecting the whole or any part of the assets of the company by way of indemnity to secure the Directors or the persons so becoming liable as aforesaid from any loss in respect of such liability.  | Indemnity                                       |
| 157. | The Directors shall cause a proper register to be kept, in accordance with the provisions of section 143 of the Act, of all mortgages, debentures and charges specifically affecting the property of the company and shall cause the requirements of Sections 118, 127, 133 to 138 (inclusive) of the Act in that behalf to be duly complied with, so far as they are required to be complied with by the Directors. A sum of Re.1/- shall be payable by any person other than a creditor or member of the company for inspection at any one time of the said Register. | Register of mortgage and debentures to be kept. |

DIRECTOR MAY CONTRACT WITH THE COMPANY

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| 158. | Subject to the provisions of sections 297, 299, 300, 302 and 314 and other applicable provisions if any of the Act the Directors (including a Managing Director, if any) shall not be disqualified by reason of his or their office as such from contracting with the company either as vendor, purchaser, lender, agent, broker, underwriter, lessor or lease, or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interest be liable to account to the company for any profit realized by such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by him or them at the meeting of Directors at which contract or arrangement is determined on, if the interest then exists or in any other case at the first meeting Directors after the acquisition of the interest. Provided nevertheless that no Directors shall vote as a Director in respect of any contract or arrangement in which he is interested as aforesaid and if he does so his vote shall not be counted but he shall be entitled to be present at the meeting during the transaction of the business in relation to which he is precluded from voting although he shall not be counted for the purpose of ascertaining whether there is a quorum of Directors present. This proviso shall not apply to contract by or on behalf of the company to give to the Directors or any of them any security by way of indemnity against any loss which they or any of them may suffer by becoming or being sureties for the company. | Directors contract company. | may with |
| 159. | (a) For the purpose of Sub-section (1) and (2) of Section 299 of the Act and Article 160 a general notice given to the Board by a Director, to the effect that he is a Director or member of a specified body corporate or is a member of a specified firm and is to be regarded as   | General sufficient.         | notice   |

concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with the body corporate or firm, shall be deemed to be sufficient dis-closure of the concern or interest in relation to any contract or arrangement so made.

- (b) Any such general notice shall expire at the end of the financial year in which it is given, but may be renewed for further period of one financial year at a time, by a fresh notice given in the last month of the financial year in which it would otherwise have expired.
- (c) No such general notice and no renewal thereof shall be of effect unless either it is given at meeting of the Board of Directors concerned takes reasonable steps to secure it is brought up and read at the first meeting of the Board after it is given.

160. (a) The company shall in accordance with Section 301 of the Act, keep one or more Register or Registers and shall enter therein separately such of the particulars as may be relevant to all contracts and arrangements having regard to the application thereto of Section 297 or Section 299 of the Act, as the case may be. The Register aforesaid shall also specify in relation to each Director of the company the names of the firm and bodies corporate of which notice has been given by him under Section 299 (3) of the Act.
- Register of contracts in which Directors are interested.
- (b) Nothing in clause (a) aforesaid shall apply to any contract or arrangement for the sale, purchase or supply of goods, materials or services if the value of such goods and materials or the cost of such services does not exceed Rs.5000/- aggregate in any year.
- (c) The Register of Registers aforesaid shall be kept at the Registered office of the company and shall be open to inspection at such office and extracts may be taken there from and copies thereof may be required by any shareholder of the company to the same extent in the same manner and on payment of the same fee as in the case of Register of Members of the company and the provisions of Section 163 of the Act shall apply accordingly.

#### POWER OF THE DIRECTORS

161. The management and control of the business of the company shall be vested in the Directors who may exercise all such powers of the company and do all such acts and things as are not, by the Act, or any statutory modification thereof for the time being in force or by any other Act, or by the Memorandum or by these Articles, required to be exercised by the company in general meeting subject nevertheless to any regulation of these Articles to the provisions of the Act, or any statutory modification thereof for the time being in force or any other act and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the company in general meeting but no 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. Provided that the
- Power of the Directors.

Board of Directors shall not except with the consent of the company in general meeting.

- (a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking.
- (b) remit, or give time for the payment of, any debt due by a Director;
- (c) invest otherwise than in trust securities, the sale proceeds resulting from the acquisition, without the consent of the company of any undertaking as it referred to in clause (a) or of any premises or properties used for such undertakings and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;
- (d) borrow moneys in excess of the limits provided in Article;
- (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 Twenty Five Thousand Rupees, or five percent of its average net profits, as determined in accordance with the provisions of the Act, during the three financial years immediately preceding, whichever is greater.

162.

- (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 resolution passed at meetings of the Board.
  - (a) the power to make calls on shareholders in respect of any money unpaid on their shares;
  - (b) the power to issue debentures;
  - (c) the power to borrow moneys otherwise than on debentures;
  - (d) the power to invest the funds of the company; and
  - (e) the power to make loans;

Certain powers to be exercised by the Board only at meetings.

Provided that the board may by resolution passed at a meeting, delegate to any committee of Directors or the Managing Director, or any other principal officer of the company or a principal officer of any of its branch offices, the powers specified in (c), (d) and (e) of this 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 the total amount outstanding at any one time up to which money may be borrowed by the delegates; provided, however, that where the company has an arrangement with its

bankers for the borrowing 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 made is availed of shall not require the sanction of the Board.

- (3) Every resolution delegating the power referred to in clause (1) (d) specify the total amount upto which the funds may be invested and the nature of the investment which may be made, by the delegates.
- (4) Every resolution delegating the power referred to in clause (1) (e) shall specify the total amount up to which loans may be made by the delegates, the purpose for which the loans may be made for each such purpose in individual cases.
- (5) Nothing in this Article contained shall be deemed to affect the right of the company in general meeting to impose restrictions and conditions on the exercise by the board of any of the powers referred to in (a), (b), (c), (d) and (e) of clause (1) above.

163. Without prejudice to the general power conferred by Articles 155 to 165 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, Directors shall have the following that is to say power.

Specific powers of the board

- (1) To pay and charge to the capital amount of the company any commission or interest lawfully payable thereat under the provisions of Section 76 and 208 of the Act.
- (2) Subject to the provisions of Section 292, 297 and 360 of the Act, to purchase or otherwise acquire for the company any property, rights or privileges which the company is authorized 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 may find reasonably satisfactory and to pay wholly or partially in cash or by issue of shares in lieu of cash.
- (3) To purchase or take on lease for any term or terms of years, or other wise acquire any mills or factories or any land or lands, with or without buildings and out houses in or thereon, situated in any part of India at such prices or rent and under subject to such terms and conditions as the Directors may think fit and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonable satisfactory.
- (4) At their discretion and subject to the provisions of the Act, to pay for any property, right or privileges acquired by or services rendered to the company, either wholly or partially, in cash or in shares, bonds, debentures, mortgages or other securities of the company and any such shares may be issued either as fully paid-up and any such bonds, debentures,

To pay commission and interest.

To acquire property.

To purchase or take on lease

To pay for property in debenture etc.

mortgages or other securities may be either specifically charged upon all or any part of the property of the company and is uncalled capital or not so charged.

- (5) To insure and keep insured against loss or damaged 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 conjointly; 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 policies of assurance effected in pursuance of this power. To insure properties.
- (6) 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 accounts.
- (7) To secure the fulfillment of any contracts, agreements or engagements entered into by the company by mortgages 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.
- (8) 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 acts and things as may be required in relation to any such trust and provide for the remuneration of such trustee or trustees. To appoint trustees.
- (9) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the company or its officers, or otherwise concerning the affairs of the company and also to compound and allow time for payment or satisfaction of any debts due, 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 differences to arbitration and observe and perform any awards made thereon. To bring and defend action etc.
- (10) To act on behalf in all matters relating to bankrupts and insolvents. To act in matters relating to insolvents.
- (11) To make and give receipts, release and other discharges for moneys payable to the company and for the claims and demands of the company. To give receipts.
- (12) Subject to the provisions of Section 292, 293 (1), 295, 369, 370, 372 and 373 of the Act, to invest and deal with any moneys of the company not immediately required for the purposes thereof, upon such security (not being shares of this company) or without security and in such manner as they may think fit and from time to time to vary or release such investments, save as provided in Section 49 of the Act, all investments shall be made and held in the company's own name. To invest moneys.
- (13) To execute in the name and on behalf of the company

in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the company, such mortgages of the company's property (present and future) as they think fit; and any such mortgages may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.

To give security by way of indemnity.

- (14) To determine from time to time who shall be entitled to sign, on the company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividends, rents, release, contracts and documents and to give the necessary authority for such purpose.

To authorize signing of receipts cheques etc.

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

To give percentage

- (16) To provide for the welfare of Directors or Ex-Directors or employees or ex-employees of the company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls, or by grants of moneys, pensions, gratuities, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit. And to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, or other institutions, objects or for any exhibition, or for any public, general or useful object.

To give gratuity etc.

- (17) Before recommending any dividend, to set aside out of the profits of the company such sums, as they think proper, for depreciation, to a depreciation fund, or to an Insurance Fund, or as a Reserve Fund or sinking Fund or any special fund to meet contingencies or to repay debentures or debenture-stock, or for repairing, improving, extending and maintaining any part of the property of the company and for such other purposes, (including the purposes referred to in the preceding clauses) as the Board of Directors may, in their absolute discretion, think conducive to the interests of the company and to invest the several sums also set aside or so much thereof as required to be invested upon such investments (other than shares of the company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and expand all or any part thereof for the benefit of the company in such manner and for the purpose as the Board of Directors in their absolute discretion, think conducive to the interest of the company

To establishment reserve funds.

notwithstanding that the matter to which the Board of 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 rightly be applied or expended and divide the Reserve Fund into such special funds as the Board of Directors may think fit and to employ the assets constituting all or any of the above funds, accounts, including the depreciation fund, in the business of the company or in purchase or repayment of 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 out of the same, with power however to the Board of Directors at their discretions to pay or allow to the credit of such fund interest at such rate as the Board of Directors may think proper.

- (18)To appoint, at their discretion, remove or suspend, such managers, secretaries, officers, assistants, supervisors, clerks, agents and servants or 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 require security in such instances for to such amount as they may think fit. And also without prejudice as aforesaid from time to time to provide for the management and transaction of the affairs of the company in any specified locality in India or elsewhere in such manner as they conferred by this sub-clause.

To appoint officers etc.
- (19) To comply with the requirements of any local law which in their opinion it shall in interest of the company be necessary or expedient to comply with.
- (20)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 board or any managers or agents and to fix their remuneration.

Local laws  
  
Local board
- (21)Subject to the provisions of Section 292 of the Act and Article 166 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 authorize the members for the time being of any such local board, or any of them to fill up any vacancies and any such appointment or delegation under clause (20) of this Article may be made on such terms and subject to such conditions as the Board of Directors may at any time remove any persons so appointed and may annual or vary any such delegation.

Delegation of powers to local board etc.
- (22)At any time and from time to time by power of attorney under the seal of the company to appoint any person or persons to be the attorneys of the company, for such purposes and with such powers, authorities and discretions and for such period and subject to such conditions as the Board of Directors may from time to time think fit.

Power of attorney.

- (23) Subject to sections 294, 297 and 300 of Act 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 to all such acts, deeds and things, in the name and behalf of the company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the company. May enter into contracts.
- (24) Generally subject to the provisions of the Act and these Articles, to delegate the powers, authorities and discretions vested in the Directors to any officer, person, firm, company or fluctuating body of persons as aforesaid.
- (25) From time to time make, vary and repeal bye-laws for regulation of business of the company its officers and servants. Delegation of powers.
- (26) Subject to the provisions of the Act and these presents, to accept from any member on such terms and conditions as shall agreed, surrender of the shares or stock or any part thereof. May make bye-laws.
- (27) Subject to Section 294 of the Act to appoint purchasing and/or selling agents for the purchase sale of company's requirements and products respectively. To accept surrender of shares.
- (28) To pay the costs, charges and expenses preliminary and incidental to the promotion, establishment and registration of the company. To appoint selling for purchasing Agents.
- (29) To act as Trustees in composition of the company's debtors.
- (30) To provide from time to time for the management of the affairs of the company in India or abroad in such manner as they think fit and in particular to appoint any persons to be the attorneys or agents of the company with such powers (including power to sub-delegate) and upon such terms as may be thought fit. To pay preliminary expenses.  
To act as trustees
- (31) To enter into and carry into effect any scheme of amalgamation of the company with any other company or any scheme of compromise or arrangement duly approved by the members and sanctioned by a competent authority according to law. To provide for management in abroad.
- (32) And generally to do and sanction all such acts, deeds, matters and things, exercise all powers or discretion in respect of all such arrangement for or on relation to any of the matters aforesaid or otherwise for the purpose or as are necessary, incidental or conducive to the attainment of all or any of the objects of the company. To enter into contracts of Amalgamation

General

MANAGING DIRECTOR

164. Subject to the provisions of Section 197A, 198, 267, 268, 269, 309, 310, 311, 316 and 317 and other applicable provisions of the Act, the Board of Directors shall have power to appoint time to time one or more of their body to be Managing Director or Directors of the company for a fixed term not exceeding five years at a time and such Managing Director or Managing Directors while continuing in that office shall not be subject to retirement by rotation, nor shall he or they be counted for the purposes of determining the number of Directors to retire at an Annual General Meeting under Article 133 hereof. In addition to the fee payable to the Managing Director for the sitting of the Board, the Board of Directors may decide (unless otherwise stipulated by the agreement entered into in this behalf) the remuneration payable to the Managing Director by way of fixed monthly payment or by way of participation in profits or by any or all modes and as aforesaid subject to the limitations imposed by the Act. Managing Director.
165. The Directors may from time to time entrust to and confer upon Managing Director(s) for the time being such of the powers and discretions exercisable under these articles by the Directors as they think fit and may confer these powers and discretions for such time, objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in the behalf and may from time to time revoke withdraw, alter or vary all or any of the power so entrusted. Unless and until otherwise determined, the Managing Directors may exercise all the powers exercisable by the Directors have such power as are specifically required to be exercises by the Directors themselves under provision of the Act and these Articles. Powers of Managing Director(s).

#### WHOLE TIME DIRECTORS

166. (a) Subject to the provisions of the Act, the company shall be entitled from time to time to appoint and / or employ any Director of the company as a whole-time Director and / or as head of any department of the company and / or in any other capacity and for such period and on such remuneration as may be decided upon the Board of Directors shall from time to time confer upon such appointee such powers as they may think fit from time to time to revoke and /or modify the same and to suspend and /or remove such appointee. Whole Directors time
- (b) The Board of Directors shall be entitled from time to time, subject nevertheless to the provision of the act, to delegate any powers exercisable by them to any Director of the company and from time to time to revoke and /or modify the same.

#### SECRETARY

167. (a) The Directors may from time to time appoint and at their discretion remove, a person to perform any functions which by the Act or the Articles for the time being of the company are to be performed by the secretary and to execute any other duties which may think fit from time to time be assigned to the secretary by the Directors. Secretary

- (b) The Board of Directors may at any time appoint a temporary substitute for the secretary who shall for the purposes of the Articles be deemed to be the Secretary.

#### COMMON SEAL

168. The Directors shall provide a common seal for the purpose of the company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the Directors shall provide for the safe custody of the seal for the time being. Directors to provide a common seal and its custody.
169. The seal shall never be used except by the authority, of the Directors or a committee of the Directors, previously given and every deed or other instrument to which a seal of the company is required to be affixed shall, unless the same is executed by a duly constituted attorney for the company or by an office duly authorized in that behalf by a resolution of board be signed by two Directors at least in whose presence the seal shall have been affixed. Provided never the less that the certificate of shares issued by the company shall be sealed and signed as provided in the next following article. Use of seal.
170. Every share certificate shall, subject to the regulations prescribed under the companies (Issue of share certificates) Rules, 1960 be issued under the seal of the company which shall be affixed in the present of: Share certificate how executed.
- (a) two Directors or persons acting under duly registered power of attorney; and
- (b) the secretary or some other person appointed by the board for the purpose. The two Directors or the Attorney and the secretary or other person shall sign the share certificate provided that, if the composition of the board permits it, atleast one of the aforesaid two Directors shall be a person other than a managing or whole time Director or a Director to whome section 261 of the Act applies.

A 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 but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

#### DIVIDENDS

171. Subject to the rights of holders of preference shares and other shares, if any issued upon special conditions and subject to the provisions of these presents as to reserve, depreciation and other funds to be set apart by the Directors, the profits of the company (after making provision for carrying out balance for the next year) 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 any capital paid on share during the period in respect of which a dividend is declared shall only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment, but if any share is issued on terms providing that it Dividend

shall rank for dividend as from a particular date such share shall rank for dividend, accordingly.

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| 172. | Where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not, while carrying interest, confer a right to participate in profits.  | Capital paid up in advance.                 |
| 173. | Except or otherwise provided in provision to Section 205 (1) of the act, no dividend shall be declared or paid by the company for any financial year except out of profits of the company for that year after providing for depreciation in accordance with provisions of Sub-section (2) of Section 205 of the Act, or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both or out of money provided by the central Government or State Government for the payment of dividend in pursuance of a guarantee given by that Government. No dividend shall carry interest as against the company. | Dividends to be paid out of profits only.   |
| 174. | Subject as aforesaid in Article 175 Directors may from time to time pay to the members such interim dividends as appear to them to be justified by the profits of the company.  | Interim dividends.                          |
| 175. | The Directors shall lay before the company in general meeting a recommendation as to the amount, if any, which they consider should be paid by way of dividend and the company in general meeting may declare a dividend to be paid to the members according to their respective rights and interests in the profits but such dividend shall not exceed the amount recommended by the Directors and the declaration of the Directors as to the amount of net profits shall be conclusive.   | Directors recommend dividend. to            |
| 176. | When a dividend has been declared it shall be paid by cheque or dividend warrant shall be posted to the members within forty two days of the date of declaration of dividend.   | Dividend to be paid with in forty two days. |
| 177. | No dividend shall be payable except in case, cheque or warrant provided that profits or reserves of the company may be capitalized for the purpose of issuing fully paid-up bonus shares or paying up any amounts for the time being unpaid on any shares held by the members of the company.   | To be paid in cash only.                    |
| 178. | The declaration of the Directors as to the amount of the net profits of the company subject to section 349 of act be conclusive.  | What to be deemed net profit.               |
| 179. | 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 on account of any debts, liabilities or engagement of the member to the company either alone or jointly with any other person or persons and Directors may deduct from the interest or dividend payable to any member all sums of money so due from him to the company.  | No member to receive dividend               |
| 180. | A transfer of shares shall not pass the right to any dividends declared thereon before the registration of the transfer.  | Effect of transfer                          |
| 181. | The Directors shall have a right to demand from any registered shareholder before paying him any dividend to prove that he as   | Right to demand proof.                      |

in possession of shares if the time of declaration of dividend and that he has not sold the shares non-dividend after such declaration.

182. The Directors may time to time make calls upon shares (subject to provisions of these articles) in respect of any capital for the time being unpaid thereon and may determine that any dividend recommended by them instead of being paid or distributed in cash shall be applied in payment of such calls and thereupon subject to the sanction of general meeting such dividends shall without any further or other authority to so applied. If the Directors shall so determine a general meeting shall not have power to declare such dividends to be paid or applied otherwise than in accordance with the Director's such determination. Dividends and call together.
183. (a) The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member or in respect of which any person under that clause is entitled to transfer, until such person shall become a member in respect thereof or shall duly transfer the same. Retention in certain cases.
- (b) The Directors may retain any dividend on which the company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagement in respect of which the lien exists.
184. Unless otherwise directed, any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled or in the case of joint holding and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent. Dividend how paid.
185. The company shall not be responsible for the loss or any cheque or dividend warrant or postal order sent by post in respect of dividends, whether by request or otherwise at the registered address or their address communicated to the office before hand by the member or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means. No unclaimed dividend shall be forfeited by the Board unless the claim thereto become barred by law and the company shall comply with all provisions of Section 205-A of the Act in respect of all unclaimed or unpaid dividend. Company not responsible for loss of cheque, dividend.
186. A notice of the declaration of any dividend, whether interim or otherwise shall be given to the holder or registered shares in manner herein provided. Notice of dividend
187. The Directors may at their discretion before recommending or declaring any dividend or bonus out of or in respect of the earning of profits of the company for any year or other period, cause to be reserved or retained and set aside out of such profits such sum as they may think proper to form one or more reserve funds to meet contingencies of depreciation in the value of the property of the company or for renovation, replacement or for modernization of plant and machinery or for equalization dividends, or for repairing, improving and maintaining any of the property of the company or for providing against losses, meeting of claim or liabilities of the

company or for such other purposes as the Directors may in their absolute discretion think conducive to the interests of the company and the Directors shall have full power to employ the assets constituting the reserve fund in the business of the company without being bound to keep the same separate from the other assets. The Directors may also carry forward any profits which they may think prudent not to divide without setting them aside as reserves.

Only the ordinary share-holders shall be entitled to the distribution of reserves or undistributed profits, whether in the form or manner.

## ACCOUNTS

188. The company shall keep at the Registered Office, proper books of account with respect to:
- 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, and
  - (c) the assets and liabilities of the company provided that all or any of the books of the accounts of the company may be kept at such other place in India as the Directors so decide, the company shall within seven days of the decision, file with the Registrar a notice in writing giving the full address of that other place.
189. The books of account of the company relating to period of not less than eight years immediately preceding the current year shall be preserved in good order.
- Books of accounts to be preserved for eight years.
190. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the company or any of them shall be open to inspection of members, not being a Director and no member not being a Director shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorized by the Directors or by the company in general meeting. The Directors can refuse permission without being liable to give reasons for the same.
- Limitation as to right of inspection of the books.
191. The Directors shall lay before each Annual General Meeting of the company a Profit and Loss Account for the financial year of the company and a Balance Sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.
- Statement of accounts to be furnished at AGM.
192. The Balance Sheet of the company shall give a true and fair view of the State of affairs of the company as at the end of the financial year and shall, subject to the provisions of Section 211 of the Act, be in the form set out in parts I of schedule IV of the Act or as near thereto as the circumstances admit or in such other form as may be approved by the Central Government either generally in any particular case and in preparing Balance Sheet due regard shall be had, as far as may
- Balance Sheet and Profit and Loss Account.

be, to the general instructions for preparation of Balance Sheet under the heading “Notes” at the end of the said part I of Schedule VI.

The Profit and Loss Account Shall give a true and fair view of the profits or loss of the company for the financial year and shall comply with the requirements of part II of schedule VI of the Act, or for as they are applicable thereto.

193. Every such Balance Sheet shall be accompanied by a report of the Board of Directors as to the state of the company's affairs and as the amount, if any, which it proposes to carry to any reserve in such Balance Sheet, the amount if any which it recommends should be paid by way of dividend and material changes and commitments, if any, affecting the financial position of the company report. The Board's report shall so far as is material for the appreciation of the state of the company's affairs by its and will not in the Board's opinion be harmful to the business of the company deal with any changes which have occurred during the financial year in the nature of the company's business and generally in the classes of business in which the company has an interest. The Board shall also give the fullest information and explanation in its report aforesaid, or in any addendum to that report, on every reservation, qualification or adverse remark contained in the Auditor's Report. The board's report and any addendum thereto shall be signed by not less than two Directors or by the Chairman of the Board of Directors if authorized in that behalf by the Board. Boards Report.
194. The Profit and Loss Account and the Balance sheet shall be signed by Manage of Secretary if any and by not less than two Directors of the company (one of whom shall be Managing Director if any) provided that, if there is only one Director present in India at that time, same shall be signed by such Director, but in such a case there shall be sub-joined to the Profit and Loss Account and Balance Sheet a statement signed by such Director explaining the reasons for non-compliance with the aforesaid provisions requiring the signature of two Directors. The Profit and Loss Accounts and the Balance Sheet shall be audited by the auditor as hereinafter provided and Auditor's Report (including the Auditor's separate, special or supplementary report, if any) shall be attached thereto and such report shall be read before the company in the General meeting and shall be open to inspection by any member. Signing of the financial accounts.
195. A copy of every such Profit and Loss account and the Balance sheet, so audited (including the auditor's report and every other document required by law to be annexed or attached to the Balance sheet) shall be atleast twenty one days before the meeting at which the same are to be laid before the members be sent to the members of the company, the holders of debentures, if any issued by the company(not being debentures which ex-facie are payable to the bearer thereof) to trustees of the holders of such debentures and to all persons entitled to receive notices of General Meetings of the company. Copies to be sent to members.

#### ANNUAL RETURNS

196. Within sixty days of the date on which Annual General Meeting of the company is held or ought to have been held, the company shall file with the Registrar a return containing Annual return to be filed

particulars prescribed under section 159 of the Act and signed in the manner prescribed by Section 161 of the Act and accompanied by certificates stated in Section 161.

#### CAPITALISATION OF PROFITS

197. (a) The company in General Meeting may, upon the recommendation of the Board resolve; Capitalization
- (i) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution and
  - (ii) that such sum be accordingly set free for distribution in the manner specified in clause (b) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions.
- (b) The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provisions contained in clause (c) either in or towards:
- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (ii) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
  - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii)
- (c) A share premium account and a capital redemption reserve account may, for the purpose of this article, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.
- (d) The Board shall give effect to the resolution passed by the company in pursuance of this article.
198. (a) Whether such a resolutions as aforesaid shall have been passed, the board shall; Board may make appropriations etc.
- (i) make all appropriations and application of the undivided profits resolved to be capitalized thereby and allotments and issue of fully paid shares and;
  - (ii) generally do all acts and things required to give effect thereto.
- (b) The Board shall have fill powers:
- (i) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions; and

(ii) to authorize any person to enter on behalf of all the members entitled thereto, into an agreement with the company for allotment to them respectively, credited as fully paid up of any further shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized of the amounts or any part of the amount remaining unpaid on their existing shares.

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

#### AUDIT

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| 199. | Every balance sheet and Profit and Loss Account shall be audited by one or more auditors to be appointed as herein after provided.  | Examination of accounts.                 |
| 200. | As regards the appointment and remuneration, qualification and disqualification, removal, powers, rights and duties of Auditors, the Directors and the Auditors shall have regard to Section 224 to 231 of the Act.   | To comply Section 224 to 231 of the Act. |
| 201. | Every account of the company when audited and approved by a General Meeting of the company shall be conclusive except as regards any error discovered therein within three calendar months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and henceforth shall be conclusive. | Conclusiveness of accounts.              |

#### DOCUMENT AND NOTICE

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| 202. | (a) A document or notice may be served by the company to any member either personally or by sending it by post to him at his registered address or (if he has not registered address in India) to the address, if any, within India supplied by him to the company for serving documents or giving notices to him.   | How document or notice to be served on member. |
|      | (b) Where a document or notice is sent by post service of the document or notice, shall be deemed to have been effected in the case at the time at which the letter would be delivered in the ordinary course of post. Provided that where a member has intimated to the company in advance that documents should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimate by the member and unless the contrary is proved. | When deemed to be served.                      |
| 203. | A document or notice advertised in a newspaper circulating in the neighborhood of the Registered Office of the company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the company who has no registered address in India has not supplied to the company as address within India for the serving of documents   | Notice advertisement. by                       |

of the sending of notices to him.

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| 204. | A document or notice may be served or given by the company to the joint-holders of a share by serving or giving document or notice to the joint-holder named first in the Register in respect of the share   | Notice to joint holders   |
| 205. | A document or notice may be served or given by the company on or to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in prepaid letter addressed to them by name, or by the title or representatives of the deceased or assignee 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 serving the document or notice in any manner in which it might have been given if the death or insolvency had not occurred.  | Notice to persons entitled to shares in consequence of death or insolvency of a member. |
| 206. | Every person, who by operation of law, transfer or other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such share which, previously to his name and address being entered on the Register, shall be duly given to the person from whom he derives his title to such share.   | Transferees etc. bound by prior notice.   |
| 207. | Any notice or document delivered or sent by post to or left at the Registered address of any member in pursuance of these shall notwithstanding such member be then deceased and whether or not the company has notice of his death, deemed to have been duly served in respect of any registered shares, whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators and all persons, if any, jointly interested with him or her in any such share. | Notice valid though member deceased.  |
| 208. | Any document or notice to be served given by the company, may be signed by a Director or some person duly authorized by the Board of Directors for such purpose and the signature thereto may be written, printed or lithographed.   | Document or notice by company and signature thereto.                                    |
| 209. | Where a given number of days notice or notices extending over any other period, is required to be given the day of service shall, unless it is otherwise provided by counted in such number of days or other period.   | How time to be counted.   |
| 210. | All documents or notice to be served or given by members on or to the company or office r thereof shall be served or given by sending it to the company or officer at the Registered Office of the company by post under a certificate of posting or by registered post or by leaving it at its Registered Office.   | Service of document or notice by member.  |

#### WINDING UP

- |      |   |                         |
|------|---|-------------------------|
| 211. | Upon the winding up of the company the holders of preference shares if any shall be entitled to be paid all arrears of preferential dividend to the commencement of the winding up and also to be repaid the amount of capital paid up or credited as paid up on such preference shares held by them respectively | Distribution of assets. |
|------|---|-------------------------|

in priority to the equity shares but shall not be entitled to any other further rights to participate in profit of assets, subject as aforesaid and the rights of any other holders of shares entitled to receive preferential payment over the equity shares in proportion of the amount paid up credited as paid up on such equity shares respectively at the commencement of the winding up. If the assets shall be insufficient to repay the whole of the paid up equity capital such assets shall be so distributed so that as nearly as may be the losses shall be borne by the member holding equity shares in proportion to the capital paid up or which ought to have been paid up on the equity shares held by them respectively at the commencement of the winding up, other than the amounts paid by them in advance of calls.

212. If the company shall be wound up whether voluntarily or otherwise, the liquidators may with the sanction of a special resolution, of the company and may other sanction of a special resolution, of the company and may other sanction required by the Act divide amongst the contributories, in specie or kind, any part of the assets of the Company in Trustees upon such trusts for the benefit of the contributories, or any of them, as the liquidators, with the like sanction shall think fit.
- Distribution of assets

#### INDEMNITY

213. Subject to the provisions of the Act, every Director, Auditor, Manager, trustee, Secretary and other officers shall be indemnified by the company from all losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as may happen from their own respective willful acts and defaults every Director, Auditor, Manager, Trustee or Officer of the company shall be indemnified out of the funds of the company against all liabilities incurred by him as such Director, Manager, Officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted by the court.
- Indemnity.
214. (a) Subject to the provisions of Section 201 of the Act no Directors, Trustee, Auditor or other Officer of the company shall be liable for the acts, receipts, neglects of any other Director or officer or for joining in any receipt or other act for conformity.
- (b) The Directors, Managers, Auditors, Trustees and Officers for the time being of the company shall be indemnified out of the funds of the company against all costs, charges, losses, damages and expenses which they shall respectively incur or be put to an account of any contract, act, deed, matter or thing which shall be made, done entered into or executed by them respectively on behalf of the company and the Directors, Manager, Auditors, Trustees or other officers, shall be reimbursed by them in or about any legal proceedings or arbitration on account of the company or otherwise in the execution of their respective offices, except such losses and expenses as shall happen through their respective willful default or neglect and any such Director, manager, Auditors, Trustees or other Officers shall be chargeable only for
- Individual responsibilities.

so much money as he or they shall actually receive and they respectively shall not be answerable for the act, receipt, neglects or defaults of each other but each of them for his own acts, receipts, default or neglect only, nor shall they respectively be answerable for any banker, broker, collector or other person with whom or into whose hands any property or moneys of the company may be deposited or come nor for the insufficiency of the title of any estate or property which may from time to time be acquired on behalf of the company nor for the insufficiency of any security upon which any of the moneys of the company shall be invested nor for any loss or damage which may happen in the execution of their respective offices unless the same shall happen through their own respective willful default or neglect.

SECRECY CLAUSE

215. No member shall be entitled to visit or inspect any of the company without the permission of the Directors 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 to the conduct of the business of the company and which in the opinion of the board, it will be inexpedient in the interest of the members of the company to communicate to the public.

We the several persons, whose names, addresses and occupations are subscribed below, are desirous of being formed into a company in pursuance of this Articles of Associations and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names:

Name, address, description and occupation of each Subscriber	Number of equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness and his name, address, description and occupation
RAVI SUBRAMANIAN S/O. R.K. SUBRAMANIAN GULSHAN VILLA, OMER PARK WARDEN ROAD, BOMBAY-26 BUSINESS	10 (TEN)		
KRISHANAKUMAR SUBRAMANIAN S/O. R.K. SUBRAMANIAN GULSHAN VILLA, OMER PARK WARDEN ROAD, BOMBAY-26 BUSINESS	10 (TEN)		
RAMASWAMY ANANTHAKRISHNAN S/O. A. RAMASWAMY 18/221, SURYALAYA, SION BOMBAY-22 CHARTERED ACCOUNTANT	10 (TEN)		
SATYABHAMA ANANTHAKRISHNAN	10 (TEN)		Mr. Praful Joshi S/o. Mukundrai

S/O. A. RAMASWAMY  
18/221, SURYALAYA, SION  
BOMBAY-22  
BUSINESS

Joshi  
70, Trinity Street,  
Bombay 400 002  
Chartered  
Accountant

KALDAIKURCHI KALATHU  
SUBRAMANIAN  
ALIAS MOHAN SUBRAMANIAN  
S/O. R.K.SUBRAMANIAN  
9/187, GHATKOPAR, BOMBAY-77  
BUSINESS

10  
(TEN)

MEENA SUBRAMANIAN  
W/O. K.K.SUBRAMANIAN  
9/187, BHARAT APARTMENTS,  
GHATKOPAR (E), BOMBAY-77  
BUSINESS

10  
(TEN)

RAMA RAVI SUBRAMANIAN  
W/O. RAVI SUBRAMANIAN  
GULSHAN VILLA, OMER PARK  
WARDEN ROAD, BOMBAY-26  
BUSINESS

10  
(TEN)

TOTAL                    70  
(SEVENTY

Dated 6<sup>th</sup> April 1992.