

THE COMPANIES ACT, 1956 (AS APPLICABLE)

AND

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RAJ OIL MILLS LIMITED

- I. The name of the Company is "RAJ OIL MILLS LIMITED".
- II. The Registered Office of the Company will be situated in the state of Maharashtra i.e. within the jurisdiction of Register Of Companies, Maharashtra at Mumbai.
- III. The objects for which the Company is established are:
 - (A) **MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -**
 1. To carry on the business of buyers, sellers, importers, exporters, distributors, wholesalers, retailers, manufacturers, processors, reproprocessors, extractors & merchants in edible oil seeds, edible oils, synthetic edible oils, vegetable oil including refined solvent, extracted either by crushing or by chemical or any other processes from copra, cotton seed, linseed, castor seed, groundnut, till or any other nut or seed or other oil bearing substance and oil cakes and blended oils, vanaspati, fats, oil bearing substances oilbearing protein, hydrogenated oils, vegetable ghee, vegetable products, oils, stearine, fatty acids, acytiline, gas, starch, glucose, margarine, 'shortening' compounds, cooking mediums, salad oils, refined oils, and all other products and by-products and the preparation of all or any of the said products or substances and for that purpose to maintain, erect, and work oil mills and factories.
 2. To manufacture, produce, import, export, refine, prepare, purchase, store, sell, and generally to trade and deal in oil seeds and all kinds edible oils, vegetable oil including refined, solvent, extracted and blended oils, vanaspati, fats, oil bearing substances, oil bearing protein, hydrogenated oils, vegetable ghee, copra, cotton-seed, linseed, castor-seed, groundnuts, till or seed or oil-bearing substance and oil cakes.

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

1. To acquire from time to time and to manufacture and deal in all such stock trade, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company.
2. To act and work as consultants in edible oils and edible oil related products in India or in any part of the world.
3. To enter into contract, agreement, negotiation, collaboration, technical or otherwise, with any Indian or Foreign person, firm, company, body corporate, institution, or Government for obtaining by grant, license, or on other terms and formulate and to obtain technical information, know-how, expert advice, assistance for carrying out all or any of the objects of the company and to establish and maintain any agencies in India or any part of the World for the conduct of the business of the Company.
4. To acquire, purchase, start, run, erect, maintain, buy, sell or dispose of land, business, factories, workshops, foundries, mills, equipments, machinery, plant, components, accessories, spares, tools, raw materials, industrial undertakings, warehouses, godowns, departmental stores, offices, cellars, vaults, waterworks, water tanks, bridges, staff and workers quarters, roads, way/sidings and other works and to contribute, subsidise or otherwise aid by taking part in any such operations necessary for the purpose of carrying on the business of the Company.
5. To borrow money from banks, institution, and other agencies for the objects of the company at such terms as may be decided by the Board of Directors from time to time.
6. To advertise and adopt means of making known the business activities of the Company or any articles or goods traded in or dealt with by the Company in any way as may be expedient including the posting of bills in relation thereto and the issue of circulars, books, pamphlets and pricelists and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.
7. To advance, or lend money, securities and properties to or with any company, body corporate, firm, person or association with or without security and on such terms as may be determined from time to time. However, the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.
8. To pay of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its Capital including brokerage and commission for obtaining applications, for or taking, placing, or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
9. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of Interests, co-operation, joint venture or reciprocal concession, or for limiting competition with any individual, person or company carrying on or engaged in or about to carry on or engaged in any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith.

10. To undertake or participate in the formation management supervision or control of the business operations, of any other company, firm or person for the purpose of acquiring any of the properties of furthering any of the objects of the Company.
11. To receive money on loan and borrow or raise In such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be but shall carry on the business of banking as defined in the Banking Regulation Act, 1949 subject to the provisions of Section 58-A and RBI directives.
12. To purchase, acquire or undertake over the whole or any part of the business, profession, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any person, firm or company carrying on or proposing to carry on or ceasing to carry on any business, profession, or activity which the Company is authorised to carry on, and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in money, shares, debentures, moneys' worth otherwise as may be deemed fit.
13. To enter into any arrangement with any Government or authorities that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority rights, privileges, licences and concessions, which the Company may consider necessary or desirable to obtain, and to carry out, exercise, use or comply with any such arrangements, rights, privileges, licences and concessions, which the Company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements rights, privileges or concessions.
14. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business, concerns, and undertakings and generally of any assets, concessions, properties or rights.
15. To sell, mortgage, exchange, grant leases, licences, easements, and other rights in respect of, improve, manage, develop and turn to account or deal with in any manner the whole of the property, assets, investments, undertakings, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including shares, debentures or securities of any other company, whether partly paid up or fully paid up.
16. To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose.
17. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
18. To propose the recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.

19. To donate or gift, in cash or kind, for any national charitable, benevolent, public or business purposes or to any institution, club, society, research association, fund, university college, or any other person or body.
20. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out, enjoy any charter, licence, power, authority, franchise, concession right or privileges which any Government or Authority, or any Corporation or other Public Body may be empowered to grant, and to pay for, aid in, and contribute towards carrying on the same into effect.
21. To apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
22. To apply for, purchase or otherwise acquire any patents patent rights, copyrights, trademarks, formulae, licences concessions and the like or any secret or other information.
23. To establish, and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons, who are or were at any time, in the employment or service of the Company, or of any Company which is a subsidiary of the Company associated with the Company or with any such subsidiary Company or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid, and the wives, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds, calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid and make payments to or towards the Insurance of any such person as aforesaid and do any of the matters aforesaid either alone or In conjunction with any such other company as aforesaid.
24. To open bank accounts of all kinds including overdraft accounts and to operate the same.
25. To distribute amongst the Members of the Company in specie or kind any property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of the winding up of the Company, subject to the provisions of the Companies Act, 1956.
26. To Invest, apply for and acquire or otherwise employ moneys belonging to or entrusted to or at the disposal of the Company upon securities and shares without security, upon such terms as may be thought proper and from time to time to vary such transactions in such manner as the Company may think fit.
27. To adopt such means of making known and advertising the business of the Company as may seem expedient.
28. To accept gifts, bequests, devises and donations of any moveable or immovable property or rights or Interest therein from members and others, and to make gifts to members and others of money, assets and properties of any kind subject to the provisions of the Companies Act, 1956 and other applicable laws.

29. To carry on the business of undertaking and settings projects on turn key basis.
30. To create any Depreciation Fund, Reserve Fund, Insurance Fund or any other Special Fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company, or for any other purpose conducive to the interests of the Company.
31. To make advances upon or for the purchases of materials goods machinery, stores and other articles required for the purpose of the Company.
32. To do the above things and as principal, agent, contractor or trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others.
33. To carry on the business of canning, preserving and bottling fruits, vegetables, roots, and other articles and as dealers in all sorts of canned, dried and preserved fruits, vegetables, roots, pickles, provisions, articles & foodstuffs and to manufacture chocolates, candies, jams, jellies, peppermints, juices, syrups, beverages, drinks and other preparations from milk, fruits, vegetables and other articles and to deal in the same.
34. To carry on all or any of the business of processing, reprocessing, refining and preparing for market ores, extracting and substances of every kind and description, and processing them and trading in them and their products and by-products.
35. To carry on all or any of the business of prospecting exploring, opening and working or oil, petroleum, gold, silver, diamonds, precious stones, coals, earth, limestone, iron aluminium, titanium, vanadium, mica, apalite, chrome, copper, gypsum, lead, manganese, molybdenum, nickel, platinum, uranium, rutile, sulphur, tin, zinc, zircon, bauxite and tungsten and other ores and minerals.
36. To carry on the business of manufacturers of dealers in, Importers, exporters of chemicals and pharmaceutical goods of all kinds Including acids, salts, alkalis, antibiotics and other pharmaceutical, medicinal and chemical preparations, articles, compounds, dyes, cosmetics, plants, pigments, varnishes, resins synthetics, soaps and other cleaning agents of all kinds and descriptions including its compounds, raw materials and Ingredients.
37. To carry on all or any of the business of manufacturers, exporters, Importers, and dealers in organic and inorganic chemicals, petrochemicals, chlorine, fertilisers, manure's, pesticides, soda ash, caustic soda, calcium carbide, ethyl alcohol, coal tar, hymedicines, ointments, essences, acids, toilet requisites, soaps, detergents, cosmetics, perfumes, dyes, paints colours, pigments, varnishes, ink, ammunition and fuels.
38. To carry on all or any of the business of engineers, founders, smelters, fabricators, smiths, metal workers, metallurgists, welders and chromium platers, polishers, painters, tin smiths, lock smiths, iron mongers, alloy makers and machinists and manufacturers of and dealers in machinery, tools, instruments and equipments of all kinds used in processing, reprocessing, extracting, refining, manufacturing and bleaching of edible oils, vegetable oil, extracted and blended

oils, vanaspati, fats, oil bearing substances/ proteins, hydrogenated oils, vegetable ghee.

39. To carry on the business of manufacturers and fabricators of and dealers in machinery, machine tools, implements, engineering products, machinery spares and components of all types and In particular to manufacture produce, repair, alter, convert, recondition, prepare for sale, buy, sell, hire, import, export, let out on hire, trade, and deal in machine tools and implements, other machinery, plant, Equipment, article, apparatus, appliances, component parts, accessories, fittings and things in any stage or degree of manufacture processes or refinement.
40. To carry on all or any of the business of manufacturers of, importers, exporters and dealers in, hirers, repairers, and warehousers, of aeroplanes, helicopters, cars, lorries, buses, vans, cycles, tractors, motor cycles, scooters, wagons, locomotives, earth moving equipments, ships, boats, barges, trawlers, submarines and aircraft vehicles and vessels—of every description and their components and accessories.
41. To carry on all or any of the business of manufacturers of, importers, exporters, and dealers in by products like animal waste, fertilisers, milk, butter, ice-creams, curd, margarine, cheese, paneer and other related milk products.
42. To carry on all or any of the business of manufacturing, processing and dealing in Iron and steel, Ferro alloys special steels, aluminium, copper lead, zinc, and their alloys, and products, and of manufacturing and dealing In industrial machinery, boilers, internal combustion engines, ball, roller and tapered bearings, tubes, cables, wires, pipes, cookers, printing machinery and textile machinery and their components and accessories.
43. To carry on all or any of the business of spinners weavers, cloth manufacturers, furrier hosiers, dressmakers, tailors, hatters, out-fitters, gloves, shoe makers, carpet makers and maker of jute goods umbrellas.
44. To carry on all or any of the business of manufacturers of, importers, exporters, and dealers in glass, glass products, including sheets and plate glass, optical glass, glass wool, laboratory ware, bottles, jars containers, thermobottles, enamelware and receptacles of all kinds.
45. To carry on all or any of the business of manufacturers, Importers, exporters and dealers In all types of rubber, leather, plastics, Latex, celluloid, bakelite and similar goods and their accessories and fittings including tyres, tubes; rolls, rollers, shoes and packaging items.
46. To carry on all or any of the business of manufacturers of, exporters, Importers, and dealers and workers in cement, lime, plasters, ceramic, sanitary fitting, asbestos, sheets, chinaware, whiting clay, gravel, sand, minerals, earth, coke, fuel and stone and builder's requisites and conveniences of ail kinds.
47. To carry on all or any of the business of makers of and dealers, exporters, importers, In scientific and industrial Instruments of all kind for indicating, recording controlling, measuring and timing and machine tools, precision tools, surgical instruments, and appliances and artificial limbs, dental and optical equipment and goods, anatomical orthopaedic and surgical appliances of all kinds, and providers of all requisites for hospitals, patients and Invalids.

48. To carry on all or any of the business of manufacturers of and dealer in, Importers, exporters of pulp and paper of all kinds, and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including packaging goods and materials such as bags, cartons, containers, and boxes whether made of paper, plastic or any other materials and pens, pencils and ball pens.
49. To carry on all or any of the business of goldsmiths silversmiths, jewellers, gem and diamond merchants and of manufacturing and dealing in jewellery and cutlery and their components and accessories and of producing, acquiring and trading in metals, bullion, Gold ornaments, silver, silver utensils, diamonds, precious stones, paintings, manuscripts, curries, antiques and objects of art.
50. To carry on business in India and elsewhere as manufacturers of and dealers in and importers and exporters of all kinds of packaging and containers including cartons, boxes and cases, wholly or partially of paper, board, wood glass, plastics, rubber metal, gelatine, tin or otherwise and glass bottles, glass jars, flasks, casks and glass containers of every description, fibrite boxes, corrugated containers, corrugated folding boxes, display boxes, aluminium foils and packing requisites of every kind and description.
51. To carry on all or any of the business of constructing buildings, roads, bridges, dams, ports and working as builders and contractors, architects, decorators and manufacturers and processors of and dealers in all kinds of building materials including bricks, tiles, marbles, hardware, cement, sanitary goods, road making materials and of acting as estate agents, brokers, managers, of estates and properties and of acquiring premises on lease and giving them on sublease
52. To carry on all or any of the business of cultivating producing and dealing in agricultural products including food grains, cash crops, fruits, vines, vegetables, flowers, tea, coffee, cinchona, cotton, rubber and the business of dairy farming, including making of condensed and powered milk, cream, cheese, butter and other milk products and the business of poultry farming, live stock breeding and processing and canning of food articles, spices, fruits and vegetables and of cultivating and exploiting forests and utilising forest products.
53. To carry on all or any of the business of millers, bakers, butchers, confectioners and makers and manufactures of and dealers in flour, rice, maida, biscuits, bread sugar, khandesari, molasses, syrups, food articles of all types and descriptions.
54. To carry on all or any of the business of carriers of passengers and goods and merchandise by air, sea or surface transport and to maintain shipping line, roadways and other transport services and to act as clearing agents, forwarding agents, travel agents, charterers, tour agents and freight contractors.
55. To carry on all or any of the business of merchants, traders, commission agents, buying agents, selling agents, brokers, adiatas, buyers, sellers, importers, exporters, dealers in collectors, of or in any other capacity and to import, export, buy, sell, exchange, pledge, mortgage, advance upon or otherwise trade and deal in machinery, equipment, components, spare parts, goods, produce, articles and merchandise of any kind whatsoever and without prejudice to the generality of the foregoing agricultural commodities, food grains, cash crops, cotton, tea,

jute coffee, fruits, spices, flowers, milk, milk products, meat, seeds, raw materials required by industries, semi-finished products of industries and finished products of industries including machinery, equipment, chemicals, intermediates textile yarns, garments, furniture, minerals, ores and oils as wholesalers or retailers on the basis of ready delivery or forward contracts or on commission basis.

56. To purchase, hold, take on lease, or exchange, take on mortgage, and give on mortgage, hire or otherwise acquire and hold or deal in any movable or immovable property Including lands, buildings, houses, flats, bungalows, shops, offices, godowns, patents, licences and any rights interests and privileges therein and to develop and turn them to account or let them out on rent.
57. To carry on all or any of the business of distributing and exhibiting films, of manufacturing and dealing in cameras and photographic equipments and materials and of renting of hiring out or dealing in all kinds of machinery, equipment.
58. To carry on all or any of the business of running hotels, restaurants, lodging houses, milk and snack bars, laundries, libraries, swimming pools, night clubs, hair dressing and beauty saloons, chemist shops, cold storage's, cinemas, theatres, studios, exhibition halls, amusement centres, wine, beer shops, department stores, massage houses, concert and dancing halls, discotheques, schools, colleges and training Institutions, circuses, sports club, skating halls, boating and padding pools, garage, and science stations, repair shops, petrol pumps, gymnasiums, safe deposit vaults, warehouses, godowns, car parks hangers.
59. To carry on all or any of the business of brokers and undertaking the provisions of hire purchase and credit sale finance and of acting as factors and brokers In any line activity (Provided that nothing contained here shall enable the Company to carry on the business of banking as defined in the Banking Regulation Act, 1949).
60. To carry on business as carried on by commercial financing houses, shroffs, credit corporations, acceptance houses, issue managers, merchants bankers, factors, trade and general financiers, to carry on the business of a Company established with the object of financing industrial enterprises and to make loans, five guarantees and provide securities within the meaning Sections 370 of the Companies Act, 1956 and to carry on the business of deferred payment or similar transactions and to subsidise finance or assist in subsidising of financing the sale and maintenance of any goods, articles or Commodities and immovable properties of all and every and description upon any terms whatsoever.
61. To carry on all or any of the businesses of procuring, developing and supplying technical know-how patents, inventions, drawings, designs, and other scientific formulae, and processes for the manufacture of processing of goods and materials and for the installation or erection of machinery or plant for such manufacturing and processing and for the working of mines, oil wells, and other sources, of minerals and deposits and for search and discovery and testing of mineral deposits and for carrying out any operations relating to agriculture animal husbandry, dairy or poultry farming, forestry and fishing and of rendering services In connection with the provision of such technical know-how.
62. To carry on and undertake the business of Company deposits, other securities etc, and to deal in Government securities including Government Bonds,

loans, National Savings certificates, Post office savings schemes, units of investments, other than units of unit trust of India, and to manage the funds of investors (whether residents or non-residents) by investment in various avenues.

63. To carry on all or any of the business of undertaking or arranging for the writing and publication of books, magazines, journals or pamphlets on subject relating to trade, commerce, industry, agriculture, medicine, banking, insurance, investment, taxation, finance, economics, law and other subjects.
64. To carry on the business of dealers of metals, bullion, gold, silver, diamonds, precious stones, ornaments and jewellery and painting and coins and manuscripts and objects of art, shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscriptions, tender, purchase, exchange or otherwise on the basis of forward contracts or ready delivery and to subscribe for the same or to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred in or incidental to the ownership thereof and holding any of the aforesaid or other things capable of being so held by way of investment.
65. To carry on all or any of the trades or businesses of preparing, spinning, doubling, weaving, combing, scouring, sizing, bleaching, colouring, dyeing, printing and finishing working or manufacturing and/or dealing in any way whatever, cotton, wool, silk, flax, hemp, jute, artificial silk, rayon nylon and other fibrous or textile substances, including synthetic yarns, polyester yarn, man-made fibres and cotton yarn.
66. To promote, organise, manage or deal with Unit Trusts and to hold, dispose of or deal with their shares and securities whether Fixed or variable return.
67. To make and enter into forward and speculative transactions and to accept and/or cut double or single options, in lute, hessian, cloth, gunny bags, wheat, cotton, linseed, shares, securities, gold silver, bullion, yarn, textile products, and any other goods things or commodities.
68. To procure, purchase or otherwise acquire, stock, process, convert, sell, transfer, distribute, transport, market, import and export, tow, beach, dry dock, cut, saw down, mow, hollowout, divide, knockdown assemble, disassemble, explode, crack, break, twist, wrench, crush, scrap, demolish, shatter, splinter, chiver, smash, melt rend and to apply any other process to all types of ships, boats, sailing vessels, air crafts. Clippers, and floating crafts, tugs, tankers, launches, barges, canoes, tanks, to convert, change and transfer into ferrous scrap, non-ferrous scrap, alloy steel scrap, Ferro alloys, billets and any other type of scrap or any other item and also to recover equipments, plant, machinery, articles, things, accessories, or any other items of use, during the process of shipbreaking.
69. To carry on all or any of the business of manufacturers of, importers, exporters, and dealers in, heirs and repairers of electrical machinery, equipment, computers and appliances of all kinds and descriptions.
70. To carry on all or any of the business of generating and distributing heat and of manufacturing or dealing in all kinds of machinery, equipment and appliances required for generating, distributing, employing and consuming electricity and of acting as electrical engineers and contractors and of purifying and distributing water.

71. To transact and to carry on all kinds of agency contract business and represent importers and exporters in the Union of India or elsewhere.
72. To act as Share Brokers, finance brokers, guarantors, estate agents, port folio managers of investor's funds, organisers of seminars/conferences, attorneys, auctioneers, trustees, executors, administrators, nominees, receivers and agents and to exercise the powers of custodians, trustees and trust corporation, to carry on all or any of the business of consultants, accessories, valuers, surveyors, mortgage.
73. To manufacture, assemble, purchase, sell, export, import, alter, repair, transfer, lease, hire, license, use, dispose of, operate, fabricate, construct, distribute, design, charter, acquire, market, recondition, work upon or otherwise deal in, whether as manufacturers, dealers, distributors, agents of other manufacturers or otherwise of any products pertaining to the computer hardware industry such as general computer systems, CAD/CAM work stations, scanners, plotters, servers, printers, tapes and units, disk and disk drives, computerized numerical control systems, programmable controllers, optical readers, sorters and encoders, MICR systems, software procedures and other machines for data preparations, recording, registering, processing, perforating, tabulating, sorting, products which possess an internal intelligence for recognizing and correlating any type of data and information to be processed.
74. To provide consultancy, advisory and marketing services relating to the computer software industry such as preparation and maintenance of accounts, statistical, scientific, mathematical information and reports, data processing, programming, collecting, storing, processing, programming, collecting, storing, processing and transmitting data of every kind and description, system analysis and machine services for solving or aiding commercial, industrial, scientific, research and problems relating to all fields.
75. To Carry on the business of manufactures, producers, buyers, sellers & processors of and dealers in milk products and milk preparations, biscuits, breads, chapattis, chatnies, masala mixes, cakes, pastries, confectionery, sweets, chocolates, toffees, breakfast foods, proteins, foods cereal products, wheat flakes, provisions, poultry products, sea foods, vegetables fruits and fruit products.
76. To buy, purchase, underwrite, or otherwise acquire multi-storeyed flats, commercial or residential houses, farm houses, buildings, godowns, warehouses, markets, industrial and trading units, shops, industrial sheds, land either rural or urban and any other immovable property of any description leasehold or freehold either on rent, Lease, or for any other consideration and to sale, develop, construct or reconstruct, let on hire, assign, pledge, lease out, revive or otherwise dispose of on instalment basis or under hire purchase agreement or in other manner.
77. To undertake, aid or promote research in, economic, Fiscal, commercial, financial, agricultural, medical, industrial, mining, technical and scientific problems and matters.
 - i. To become member of other bodies of persons and associations, including clubs and companies limited by guarantee, whether formed for profit or for non-profit activities.

- ii. To carry on business as manufacturers, producers, growers, fabricators, Processors, refiners, stockiest, agents, importers, exporters, concessionaries or dealer of chemicals, spirits, mixtures, tonics, Pigments powder, compounds, mother tinctures, triturations, creams, scents, soaps, detergents, perfumes, toilet requisites, hygienic, mosquito mats, hair oil, shampoo, and lotions of all kinds of medical pharmaceuticals and cosmetics preparations required or used in ayurvedic, homeopathic allopathic, unani, herbal or nature cure or any other medicines or branch of medicines or required or used as beauty aim or personal hygiene or health care whether for human, animals, birds, insects for whatever purpose such as curation, prevention or nourishments.

IV The liability of the Members is Limited.

- V (a)* The Authorised Share Capital of the Company is Rs. 160, 00, 00,000/- (Rupees one hundred sixty Crores only) divided into 16, 00, 00,000 (Sixteen Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.
- (b) The paid up capital of the company shall be minimum Rs 5 lakh.

* The Authorised Share Capital of the Company has been increased from Rs. 25 Lacs to Rs. 3 Crore vide Special Resolution passed in the Extra Ordinary General Meeting held on 31st January, 2002

* The Authorised Share Capital of the Company has been increased from Rs. 3 Crore to Rs. 6 Crore vide Special Resolution passed in the Extra Ordinary General Meeting held on 3rd December, 2003

* The Authorised Share Capital of the Company has been increased from Rs. 6 Crore to Rs. 12 Crore vide Special Resolution passed in the Extra Ordinary General Meeting held on 10th November, 2003

* The Authorised Share Capital of the Company has been increased from Rs. 12 Crore to Rs. 30 Crore vide Special Resolution passed in the Extra Ordinary General Meeting held on 5th April, 2007

* The Authorised Share Capital of the Company has been increased from Rs. 30 Crore to Rs. 40 Crore vide Ordinary Resolution passed in the Extra Ordinary General Meeting held on 25th March, 2008.

* The Authorised Share Capital of the Company has been increased from Rs. 40 Crore to Rs. 160 Crore vide Ordinary Resolution passed in the Annual General Meeting held on 30th September, 2010.

We, the several persons whose names, addresses and descriptions are subscribed are given below being desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Name, addresses, description and Occupation of each Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Signature of witness and his name, address, description and Occupation
1.Mr.Shaukat Suleman Tharadra S/o. Mr. Suleman Tharadra Business Avval Co-op Hsg. Society Ltd., 6 th Floor, 61 Morland Road, Mumbai 400008.	10,000 (Ten Thousand)	Sd/-	Witness to Sl. No. 1 to 7 Sd/- Pankaj Bathiya (Advocate) S/o. Haridas Bathiya 2, Tardeo A.C. Market, 4 th Floor, Tardeo Road, Mumbai – 400 034.
2. Mrs.Shahida Shaukat Tharadra W/o. Mr. Shaukat S. Tharadra Business Avval Co-op Hsg. Society Ltd., 6 th Floor, 61 Morland Road, Bombay 8.	10,000 (Ten Thousand)	Sd/-	
3.Mr.Azamkhan Fatehkhan Lohani S/o. Mr. Fatehkhan Lohani. Business Avval Co-op Hsg. Society Ltd., 2 nd Floor, 61 Morland Road, Mumbai 400 008.	7500 (Seven Thousand and Five Hundred)	Sd/-	
4.Mr. Abdulla Kalukhan Musla S/o. Mr. Kalukhan Musla. Business Avval Co-op Hsg. Society Ltd., 3 rd Floor, 61 Morland Road, Mumbai 400 008.	5000 (Five Thousand)	Sd/-	
5.Mr. Ismail A. Rahim Sulia S/o. Mr. A. Rahim Sulia Business Avval Co-op Hsg. Society Ltd., 2 nd Floor, Flat No. 3, 61 Morland Road, Mumbai 400 008.	5000 (Five Thousand)	Sd/-	
6.Rashid Ismail Tharadra S/o. Mr. Ismail Tharadra Business Raj Apartment, Flat 6, Military Road, Marol, Andheri (E), Mumbai 400 059.	7500 (Seven Thousand and Five Hundred)	Sd/-	
7.Mr.Bashirkhan Rasoolkhan Chouhan S/o. Mr. Rasoolkhan Chouhan Business Raj Apartment, Military Road, Marol, Andheri (E), Mumbai 400 059.	5000 (Five Thousand)	Sd/-	
	50,000 (Fifty Thousand Only)		

Place: Mumbai
Dated: 1st October 2001

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF**

RAJ OIL MILLS LIMITED.

1. Adoption of Table 'A'

Subject as hereinafter otherwise provided the regulations contained in Table 'A' in the Schedule I of the Companies Act, 1956 shall apply to this Company except so far as they have been impliedly or expressly modified by what is contained in the Articles hereinafter mentioned.

INTERPRETATION

2. In the interpretation of these Articles, the following expressions shall have the following meaning, unless repugnant to the subject or context:
"The Company" or "This Company" means RAJ OIL MILLS LIMITED.

a. 'The Act' or 'The said Act'

'The Act' or 'The said Act' means 'The Companies Act, 1956, or statutory modifications or re-enactment thereof for the time being and from time to time in force.

b. 'Auditors'

'Auditors' means and includes those persons appointed as such for the time being by the Company.

c. 'The Board' or 'The Board of Directors'

'The Board' or 'The Board of Directors' means a meeting of the Directors duly called and constituted, or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a Resolution by circulation in accordance with these Articles or the Directors of the Company collectively.

d. "Board Meeting"

Board Meeting" means meeting of the Directors duly called and constituted or the requisite number of Directors entitled to pass a Circular Resolution.

e. 'Capital'

'Capital' means the Share Capital for the time being raised or authorised to be raised for the purposes of the Company.

f. 'The Company' or 'this Company'

'The Company' or 'this Company' means RAJ OIL MILLS LIMITED.

g. 'Debenture'

'Debenture' includes Debenture-stock and 'Debenture Holder' means the Registered Holder from time to time of the Debentures of the Company.

h. 'Directors'

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

i. **‘Dividend’**

‘Dividend includes bonus.

j. **‘Gender’**

Words importing the masculine gender also include the feminine gender.

k. **‘Member’**

‘Member’ means the duly registered holder from time to time of the shares of the Company and includes the subscribers to the Memorandum of Association of the Company and the beneficial owner(s) as defined in clause (n) of sub-section (1) of Section 2 of the Depositories Act, 1996.

l. **‘Meeting or ‘General Meeting’**

‘Meeting’ or “General Meeting’ means a Meeting of the members duly called and constituted in accordance with these Articles and any adjourned holding thereof.

m. **‘Annual General Meeting’**

‘Annual General Meeting ‘ means a General Meeting of the members held in accordance with the provisions of section 166 of the Act and any adjourned holding thereof.

n. **‘Extra Ordinary Meeting’**

‘Extra Ordinary General Meeting ‘ means a General Meeting of the Members (other than an Annual General Meeting) duly called and constituted and any adjourned holding thereof.

o. **‘Managing Director’**

The "Managing Director" means the Managing Director for the time being.

p. **‘Member’**

"Member" means the duly registered holder from time to time of the stock or shares of the Company and includes the subscribers of the Memorandum of the Company.

q. **‘Month’**

‘Month ‘ means a Calendar month.

r. **Office’**

‘Office means the Registered Office for the time being Office of the Company.

s. **‘Paid up’**

“Paid -up” includes Credited as paid –up.

t. **‘Persons’**

“Persons” includes Firms, corporation as well as individuals.

u. **‘Register of Members’**

‘Register of Members’ means the Register of Member to be kept pursuant to the Act.

v. **‘The Registrar’**

‘The Registrar’ means the Registrar of Companies of the State in which the office of the Company is for the time being situate.

w. **'Secretary'**

'Secretary' means Company Secretary within a meaning of Clause (c) of Sub-Section (1) of Section 2 of the Company secretaries Act, 1980 (56 of 1980) and includes any other individual possessing the prescribed qualifications and appointed to perform the duties which may be performed by a Secretary under this Act, and any other ministerial or administrative duties.

x. **'Seal'**

'Seal' means the common Seal for the time being of the Company.

y. **'Share'**

'Share' means share in the share Capital of the Company, and includes stock except where a distinction between the stock and share is expressed or implied.

z. Words importing the singular number includes, where the context admits or requires, the plural Number and vice-versa.

aa. **'Ordinary Resolution'**

'Ordinary Resolution' and 'Special Resolution' shall have the meanings assigned thereto by Section 189 of the Act.

ab. **'Year'**

'Year' means the Calendar Year and "Financial Year" shall have the meaning assigned thereto by Section 2(17) of the Act.

ac. **'Written' and 'In writing'**

'Written' and 'In writing' shall include printing lithography and any other modes or representing or reproducing words in a visible form.

ad. **'These Articles'**

'These Articles' means the Articles of Association for the time being of the company or the Articles of Association as altered from time to time by special resolution.

ae. **'After' and 'Alteration'**

'After' and 'Alteration' shall include the making of additions and deletions.

Save as aforesaid any words or expressions defined in the Act shall, unless repugnant to the subject or context bear the same meaning in these Articles.

2. (A) (i) **'Beneficial Owner'**

'Beneficial Owner' shall mean the beneficial owner as defined in clause (a) of subsection (1) of Section 2 of the Depositories Act, 1996.

(ii) **'Depositories Act'**

'Depositories Act' means the Depositories Act, 1996 and shall include any statutory modification (s) or re-enactment there of for the time being in force.

(iii) **'Depository'**

'Depository' shall mean a Depository as defined under clause (e) of sub section (1) of Section 2 of the Depositories Act, 1996.

(iv) **'Securities'**

'Securities' means such securities as may be specified by the Securities and Exchange Broad of India (SEBI) from time to time.

"The marginal notes" used in these Articles shall not affect the construction hereof.

CAPITAL

3. Authorised Capital

- (a) The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.”
- (b) The paid up capital of the company shall be minimum Rs 5 lakh.

4. Increase in capital by the company and how carried into effect.

The Company in General Meeting may, from time to time, by an ordinary resolution increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting, resolving upon the creation thereof, shall direct, and if no direction be given, as the Directors shall determine and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of the assets of the Company and with a right of voting at General Meetings of the Company in conformity with Sections 87 and 88 of the Act. Whenever the Capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Sections 81 and 97 of the Act.

5. New Capital same as existing capital

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

6. Unclassified Shares:

Any Unclassified shares of the Company for the time being (whether forming part of the original Capital or any increased Capital of the Company) may be issued either with the sanction of the Company in General meeting or by the Board with such rights and privileges annexed there to, and upon such terms and conditions as the General Meeting sanctioning the issue of such shares may direct, and if no such direction shall be given and in all other cases as the Directors shall determine and. In particular, such shares may be issued with a preferential or qualified right to Dividends and in distribution of assets of the Company, and any preference Shares may be issued on the terms that are or at the option of the Company are liable to be redeemed.

7. Power to issue preference shares:

Subject to the provisions of Section 80 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by ordinary resolution, determine.

8. The Cumulative Redeemable Preference shares (hereinafter called Preference shares) shall unless the terms of issue otherwise provide, confer on the holders thereof the following rights/privileges that is to say:

- * The Authorised Share Capital of the Company has been increased from Rs. 25 Lacs to Rs. 3 Crore vide Special Resolution passed in the Extra Ordinary General Meeting held on 31st January, 2002
- * The Authorised Share Capital of the Company has been increased from Rs. 3 Crore to Rs. 6 Crore vide Special Resolution passed in the Extra Ordinary General Meeting held on 3rd December, 2003
- * The Authorised Share Capital of the Company has been increased from Rs. 6 Crore to Rs. 12 Crore vide Special Resolution passed in the Extra Ordinary General Meeting held on 10th November, 2003
- * The Authorised Share Capital of the Company has been increased from Rs. 12 Crore to Rs. 30 Crore vide Special Resolution passed in the Extra Ordinary General Meeting held on 5th April, 2007

- (a) the right to a Cumulative Preferential dividend at such rate as may be prescribed by the terms of issue of such shares, on the share capital for the time being paid-up thereto, free of Company's income-tax, but subject to deduction of taxes at source at the rate or rates prescribed from time to time.
- (b) the right in the event of winding up to payment of such capital and arrears of dividend, whether earned, accrued declared or not, down to the commencement of the winding up in priority to equity shares but shall not confer any further right to participate in profits or assets.

9. Cumulative convertible preference shares:

Subject to the provision of the Companies Act, the company shall have the power to issue cumulative convertible preference shares to which the following provisions shall apply

- a) The dividend payable on the said shares shall be on a preferential basis and shall be at such rate as may be prescribed or permitted under the applicable rules and regulations prevailing at the relevant time.
 - b) The dividend payable on the said share shall be on a preferential basis and shall be at such rate as may be prescribed or permitted under the applicable rules and regulations prevailing at the relevant time
 - c) All such shares shall be converted into equity shares any time between the expiry of three years and expiry of five years from the date of allotment of the shares as may be decided by the Board subject to any regulations or sanction that may be in force at the time. Upon conversion into equity shares the right to receive arrears of dividend if any, on the preference shares upto the date of conversion shall devolve on the holders of the equity shares registered with the Company on the date prescribed in the declaration of the said dividend.
 - d) Such conversion shall be deemed to be redemption of the preference shares out of the proceeds of a fresh issue of shares
10. The Company shall be entitled to dematerialise its existing securities rematerialise its securities held in the Depositories and/ or offer its fresh securities in a dematerialised form pursuant to the Depositories Act, 1969 and Rules, if any, formed thereunder.

11. Issue of Sweat Equity Shares

The Company may exercise the powers of issuing sweat equity shares conferred by Section 79A of the Act of a class of shares already issued subject to the following conditions:

- a) the issue of sweat equity shares is authorised by a special resolution passed by the Company in general meeting;
- b) the resolution specifies the number of shares, their value and the class or classes of directors or employees to whom such equity shares are to be issued; and
- c) not less than one year has at the date of issue elapsed since the date on which the Company was entitled to commence business.

12. Buy-Back of shares/securities

The Company shall have the power to buy its own shares, subject to all applicable provisions of the law including modification(s), re- enactment(s) or promulgation of an ordinance and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be

considered by the Board of Directors of the Company and subject to such condition and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to or accepted by the Board, the consent of the Company be and is hereby accorded to the Board to purchase such number of Equity Shares or other securities specified by the government, of the Company and as may be thought fit by the Board, from the holders of the Equity Shares or other securities in such proportions and manner as may be permitted by law, not exceeding such percentage of the capital of the Company as may be permitted to be used for this purpose or out of the proceeds of any issue made by the company, on such terms and subject to such conditions as may be prescribed by the law and/or re-sell/re-issue the same in such manner or mode as may be permitted by law and on such terms and conditions and limits as may be prescribed by law from time to time.

13. **Purchase of own Shares**

Pursuant to Section 77A of the Act, the Company may purchase its own shares or other specified securities from out of its free reserves or out of its securities premium account or out of the proceeds of an earlier issue other than fresh issue of shares made specifically for buy-back purposes by passing a special resolution in the general meeting of the Company.

14. **Reduction of capital:**

The Company may from time to time by Special Resolution reduce its share capital in the manner Authorised by law and in particular may pay off any paid-up share capital upon the footing that it may be called up again or otherwise and may if and so far as is necessary alter its Memorandum by reducing the amount of its share capital and of its shares accordingly.

CONSOLIDATION, DIVISION AND SUB-DIVISION

15. **Consolidation, division and subdivision of shares**

Subject to the provisions of Section 94 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (I) of Section 94; and the resolution whereby any share is sub-divided, may determine that, as between the holders of the share 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. Subject as aforesaid the Company in general meeting may also cancel shares which 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.

MODIFICATION OF RIGHTS

16. (a) **Modification of Rights**

If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 106 and 107 of the Act and whether or not the

Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.

b) New Issue of shares not to affect rights attached to existing shares of that class

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

17. Power to issue Shares with Non-voting and/or disproportionate rights:

- i) Notwithstanding anything contained in any other Article, but subject to the provisions of the Companies Act, 1956 or any statutory modification or re-enactment thereof, the Company may from time to time and at any time issue to any person(s) as it may deem proper shares, whether Equity, Preference or any other class or any other Financial Instruments or Securities, by whatever name called, with non-voting rights and the Shares/Instruments/Securities so issued may carry right as to voting dividend, capital or otherwise which may be disproportionate to the rights attached to the other shares or Securities of the Company.
- ii) The Board of Directors of the Company shall exercise the powers contained in this Article only after necessary provision for the purpose is incorporated in the Companies Act, 1956 or any statutory modification or re-enactment thereof and in such manner and after complying with the condition prescribed in such provision and not otherwise.

18. Restriction on allotment:

The Board shall observe the restrictions as to allotment contained in section 69 and 70 of the Act, as the case may be, and shall cause to be filed the returns as to allotment according to section 75 of the Act.

SHARES

19. Share Under the Control of the Directors

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

20. Power to issue shares

Where at the time after the expiry of two years from the formation of the company or at any time after the expiry of one year from the allotment of shares in the company made for the first time after its formation, whichever is earlier,

it is proposed to increase the subscribed capital of the company by allotment of further shares either out of the unissued capital or out of the increased share capital then :

- a) Such further shares shall be offered to the persons who at the date of the offer, are holders of the equity shares of the company, in proportion, as near as circumstances admit, to the capital paid up on those shares at the date.
 - b) Such offer shall be made by a notice specifying the number of shares offered and within not less than thirty days from the date of the offer and the offer is not accepted, will be deemed to have been declined.
 - c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them in favour of any other person and the notice referred to in sub clause (b) hereof shall contain a statement of this right. PROVIDED THAT the directors may decline, without assigning any reason to allot any shares to any person in whose favour any member may renounce the shares offered to him.
 - d) After expiry of the time specified in the aforesaid notice 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 off them in such manner and to such person (s) as they may think, in their sole discretion, fit.
2. Notwithstanding anything contained in sub clause (1) thereof, the further shares aforesaid may be offered to any persons (whether or not those persons include then persons referred to in clause (a) of sub-clause (1) hereof) in any manner whatsoever.
- a) If a special resolution to that effect is passed by the company in General Meeting; or
 - b) Where no such special resolution is passed, if the votes cast (whether on a show of hands or on poll as the case may be) in favour of the proposal contained in the resolution moved in the general meeting (including the casting vote, if any , of the Chairman) by the members who, being entitled to do so, vote in person, or where proxies are allowed, by proxy, exceeds the votes, if any cast against the proposal by members, so entitled and voting and the Central Government is satisfied on an application made by the Board of Directors in this behalf that the proposal is most beneficial to the company.
3. Nothing in sub clause (c) of (1) hereof shall be deemed;
- a) To extend the time within which the offer should be accepted; or
 - b) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.
4. Nothing in this Article shall apply to the increase of the subscribed capital of the company caused by the exercise of an option attached to the debenture issued or loans raise by the company:
- i) To convert such debentures or loans in to shares in the company; or
 - ii) To subscribe fir shares in the company (whether such option is conferred in these Articles or otherwise.

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

- a) Either has been approved by the central government before the issue of the debentures or the raising of the loans or is in conformity with Rules, if any, made by the Government in this behalf; and
- b) In the case of debentures or loan or other than debentures issued to or loans obtained from government or any institutions specified by the central government in this behalf, has also been approved by a special resolution passed by the company in general meeting before the issue of the debentures or raising of the loans.

21. Power of General Meeting to offer shares to such person or persons as the company may resolve:

In addition to and without derogating from the power for that purpose conferred on the Directors under Article 19 the Company in General Meeting may, by Special Resolution, determine to issue further shares out of the authorised by unissued Capital of the Company and may determine that any shares (whether forming part of the original Capital or of any increased Capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not) in such proportions and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 79 of the Act), at a discount, as such General Meeting shall determine and with full power to give any person (whether a member or holder of debentures of the Company or not) the option to be allotted shares of any class of the Company either at a premium or at par or (subject to compliance with the provisions of section 79 of the Act), at a discount, such option being exercisable at such times and for such considerations as may be directed by such General Meeting of the Company, in General Meeting may make any other provision whatsoever for the issue, allotment or disposal of any shares, subject to any direction given by the General Meeting as aforesaid the provision of Article 68 hereof shall apply to any issue of new shares.

22. Shares to be numbered progressively and no shares to be sub-divided

The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner here in before mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.

23. Acceptance of shares

An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.

24. Directors may allot shares as full paid-up

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

25. Company not bound to recognise any interest in share other than that of the registered holder:

Except as ordered by a court of competent jurisdiction or required by law, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner of thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent, or other claim to or interest in such share on the part of any other person whether or not he shall have express or implied notice thereof. The Board shall be entitled at their sole register any share in the joint names of any two or more persons or the survivor or survivors of them.

26. Deposit and calls etc. to be a debt payable immediately

The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall a be paid by him, accordingly.

27. Liability of members

Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.

28. Registration of Shares

Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.

SHARE CERTIFICATES

29. Register and Index of Members

The company shall kept a Register and Index of Members accordance with an applicable provisions of the Companies Act, 1956 and the Depositories Act, 1996 with details of shares held in material and dematerialised forms in any media as may be permitted by law including in any form of electronic media.

30. Branch Register of Members:

The Company shall be entitled to keep in any state or country outside India a Branch Register of members resident in that state or country.

31. Share Certificates

- a) Every member or allottee of shares shall be entitled without payment, to receive one certificate specifying the name of the person in whose favour it is issued the shares to which it relates and the amount paid-up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed

by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or a whole-time Director. Particulars of every share certificate issued shall be entered in the Registered of Members against the name of the person to whom it has been issued, indicating the date of issue.

- b) Any two or more joint allottee of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupee One. The Company shall comply with the provisions of Section 113 of the Act.
- c) 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.

32. Limitation of time for issue of share certificates:

The Company shall within three months after the allotment of any of its shares or debentures and within one month after the application for the registration of the transfer of any such shares or debenture complete and have ready for delivery the certificate of all shares and debentures allotted or transferred, unless the conditions of issue of the shares or debentures otherwise provide and the Company shall otherwise comply with the requirements of Section 113 and other applicable provisions (if any) of the Act.

33. Renewal of shares Certificates

- a) No certificate/s of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement or those which are defaced, to torn or old, decrepit, worn out, or where the cages on the reverse for recording transfer have been duly utilised, unless the certificates in lieu of which they are issued are surrendered to the Company.

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

Provided further that in case any share certificate being lost or destroyed the Company may issue a duplicate certificate in place of the certificate so lost or destroyed on such terms, as to evidence, out of pocket expenses regard to investigation of such evidence and indemnity as the Board may determine.

- (b) When a new share certificate has been issued in pursuance of clause (a) of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is "Issued in lieu of shares certificate No. ----- Sub-divided/replaced/on consolidation of shares".
- (c) If a share certificate is lost or destroyed a new certificates in lieu thereof shall be issued only with the prior consent of the Board and on payment of such fee, not exceeding Rupees two as the Board may from time to time fix, and on such

terms, if any, as to evidence and indemnity as to payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Board thinks fit.

- (d) When a new share certificate has been issued in pursuance of clause (c) of this article, it shall state on the face of it and against the stub or counterfoil to the effect that it is “duplicate issued in lieu of share certificate No.” The word “duplicate” shall be stamped or punched in bold letters across the face of the share certificate.
- (e) Where a new share certificate has been issued in pursuance of clause (a) or clause (c) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates indicating against the names of the persons to whom the certificate is issued, the number and date of issue of share certificate in lieu of which the new certificate is issued, and the necessary changes indicates in the register of Members by suitable cross-references in the “Remarks” column.
- (f) All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on authority of a resolution of the Board the blank forms shall be consecutively machine – numbered and the forms and blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or such other person as the Board may appoint for the purpose; and the Secretary or the other person aforesaid shall be responsible or rendering an account of these forms to the Board.
- (g) The Managing Director of the Company for the time being or, if the Company has no Managing Director, every Director of the Company shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificate except the blank forms of share certificates referred to in sub-article (f).
- (h) All books referred to in sub-Article (g) shall be preserved in good order permanently.

34. The first named joint holder deemed sole holder

- (a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company’s regulations.

Maximum number or joint holders:

- (b) The Company shall not be bound to register more than three persons as the joint holders of any share.

35. Company not bound to recognise any interest in share other than that of registered holders.

Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register

any share in the joint names of any two or more persons or the survivor or survivors of them.

36. **Installment on shares to be duly paid**

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

UNDERWRITING AND BROKERAGE

37. **Commission**

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 procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

38. **Brokerage**

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

INTEREST OUT OF CAPITAL

39. **Interest may be paid out of capital**

Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any work or building the provision of any plant, or onshore or offshore rigs, which can not be made profitable for a lengthy, the Company may pay interest on so much of that share capital at a rate and subject to the conditions and restrictions provided by Section 208 of the Act and may charge the same to capital as part of the cost of construction of the work or building, or the provision of plant.

CALLS

40. **Directors may make calls**

(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.

(2) A call may be revoked or postponed at the discretion of the Board.

(3) A call may be made payable by installments.

41. **Notice of calls**

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

42. **Calls to date from resolution**

A call shall be deemed to have been made at the time when the resolution of

the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.

43. Calls on uniform basis

Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.

44. Directors may extend time

The Board 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 from residence at a distance or other cause, the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.

45. Calls to carry interest

If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.

46. Sums deemed to be calls

Any sum, which by the terms of issue of the share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue of same becomes payable, and in case of no payment all the relevant provisions of these Articles as to payment of interest and expenses, for future or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

47. Proof on trial of suit for money due on shares

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 claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

48. Judgment decree, partial payment not to proceed for forfeiture

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time

be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall include the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.

49. Payments in anticipation of calls may carry interest

- a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on not shares may carry interest but shall not confer a right to dividend or to participate in profits.
- b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

LIEN

50. Company to have lien on Shares

The Company shall have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares, and no equitable interest in any shares shall be created except upon the footing and upon the condition that this Article will have full effect. Any 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 Board may at any time declare any shares to be wholly or in part exempt from the provisions of this Article.

51. As to enforcing lien by sale

For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member of the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.

52. Application of proceeds of sale

The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

FORFEITURE AND SURRENDER OF SHARES**53. If call or instalment not paid, notice may be given**

If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.

54. Terms of notice

The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid 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 or places appointed, the shares in respect of which the call was made on installment is payable, will be liable to be forfeited.

55. On default of payment, shares to be forfeited

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.

56. Notice of forfeiture to a member

When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.

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

Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.

58. Members still liable to pay money owing at time of forfeiture and interest.

Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.

59. Effect of forfeiture

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

60. Evidence of forfeiture

A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.

61. Title of purchaser and allottee of forfeited shares

The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.

62. Cancellation of share certificate in respect of forfeited shares

Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, 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, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.

63. Forfeiture may be remitted.

In the meantime and until any share so forfeited shall be 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 as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.

64. Surrender of shares

The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.

TRANSFER AND TRANSMISSION OF SHARES

65. **Register of Transfer:**

The Company shall keep a "Register of Transfers" and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share and debenture held in material form.

66. **Register of renewed and duplicate certificates:**

The Company shall keep a book to be called the "Register of Renewed and Duplicate Certificates" and therein shall; be fairly and distinctly entered the particulars of the issue of renewed and duplicate certificates in exchange for those which are sub-divided or consolidated or in replacement of those which defaced, torn or old descript, worn out or rendered useless.

67. **Execution of the instrument of shares**

(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee.

(b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.

68. **Transfer Form**

The instrument of transfer of any share shall be in writing and all the provisions of section 108 and other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares and registration thereof.

69. **Transfer not to be registered except on production of instrument**

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

70. **Directors may refuse to register transfer**

Subject to the provisions of Section 111 of the Act, or any statutory modification thereof for the time being in force, the Directors, may at their own and absolute and uncontrolled discretion decline to register or acknowledge any transfer of shares and in particular may so decline in any case in which the Company has a lien upon the shares or any of them or whilst any moneys in respect of the shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Board of Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of a transfer shall be conclusive evidence of the approval by the Directors of the transferee. 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.

71. Notice of refusal to be given to transferor and transferee

If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 111 of the Act or any statutory modification thereof for the time being in force shall apply.

72. No fee on transfer

The Company shall not charge any fee in respect of transfer or transmission of any number of shares.

73 Closure of Register of Members

Subject to the provisions of Section 154 of the Act, the registration of transfers may be suspended at such times and for such periods as the Board may, from time to time, determine.

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

74. Custody of transfer deeds

The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer, which the Directors may decline to register, shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.

75. Application for transfer of partly paid shares

Where an application of transfer relates to partly paid shares, the transfer shall be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.

76. Notice to transferee

For this purpose the notice to the transferee shall be deemed to have been duly given if it is 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.

77. Recognition of legal representative

- a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his legal representatives where he was a sole holder, shall be the only person recognised by the Company as having any title to his interest in the shares.
- b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.

Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the

production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate.

- c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share, which had been jointly held by him with other persons.

78. Registration of persons entitled to share otherwise than by transfer. (Transmission clause)

Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.

79. Refusal to register nominee

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

80. Board may require evidence of transmission

Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the 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.

81. Company not liable for disregard of a notice prohibiting registration of transfer

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

82. Form of transfer outside India

In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognised by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Article 68 hereof as circumstances permit.

83. No transfer to insolvent etc.

No transfer shall be made to an insolvent or person of unsound mind.

COPIES OF MEMORANDUM TO BE SENT**84. Member's right**

Copies of the Memorandum and Articles of Association of the company and other documents referred to in Section 39 of the Act, shall be sent by the Company to every member at his request within ten days of the request on payment of the fees as may be prescribed.

NOMINATION**85. Nomination**

1. Every shareholder or debenture holder of the Company, may at anytime, nominate, in the prescribed manner, a person to whom his shares in, or debentures of the Company shall vest in the event of his death.
2. Where the shares in, or debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or debentures of the Company as the case may be, shall vest in the event of death of all the joint holders.
3. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares in or debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the Company, the nominee shall, on the death of the shareholder or debenture holder or, as the case may be, on the death of the joint holders, become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied, cancelled in the prescribed manner.
4. Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint, in the prescribed manner, any person to become entitled to shares in, or debentures of, the Company, in the event of his death, during the minority.

86. Transmission of Securities by nominee

A nominee, upon production of such evidence as may be required by the Board and subject as here in after provided, elect, either-

- (i) to be registered himself as holder of the share or debenture, as the case may be; or
- (ii) to make such transfer of the share or debenture, as the case may be, as the deceased shareholder or debenture holder, could have made;
- (iii) if the nominee elects to be registered as holder of the share or debenture, himself, as the case may be, he shall deliver or send to the Company, a

notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder as the case may be;

- (iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the share or debenture except that he shall not, before being registered as a member in respect of his share or debenture, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.

DEMATERIALISATION OF SHARES

87. For the purposes of this Article, unless the context otherwise requires:

A. Definitions:

Depositories Act: Depositories Act means the Depositories Act, 1996 and any statutory modification thereof for the time being in force;

Beneficial Owner: 'Beneficial Owner' means the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996;

Depository: Depository means a company formed and registered under the Companies Act, 1956 (I of 1956) and which has been granted a certificate of registration under Section 12(1A) of the Securities Exchange Board of India Act, 1992 (15 of 1992)

SEBI: 'SEBI' means the Securities and Exchange Board of India;

Security: 'Security' means such security as may be specified by SEBI from time to time;

Shareholder or member: 'Shareholder' or 'member' means the duly registered holder, from time to time of the shares of the Company and includes the subscribers to the Memorandum of Association of the Company and also every person holding Equity Shares and/or Preference Shares of the Company as also one whose name is entered as a beneficial owner of the shares in the records of a Depository;

B. Dematerialisation of Securities:

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its shares, debentures and other securities (both existing and future) held by it with the Depository and to offer its shares, debentures and other securities for subscription in a dematerialised form pursuant to the Depositories Act, 1996 and the Rules framed there under, if any;

C. Option for Investors:

Every person subscribing to securities offered by the Company shall have the option to receive the security certificates or to hold securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any security in the manner

provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.

Where a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of such information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.

D. Securities in Depositories to be in fungible form:

All securities held by a Depository shall be dematerialised and shall be in a fungible form. Nothing contained in Sections 153, 153A, 153B, 187A, 187B, 187C and 372A of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners;

E. Rights of Depositories and Beneficial Owners:

- i. Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner;
- ii. Save as otherwise provided in (i) above, the Depository as a registered owner of the securities shall not have any voting rights or any other right in respect of the securities held by it;
- iii. Every person holding securities of the Company and whose name is entered as a beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities held by a Depository.

F. Depository to furnish information:

Notwithstanding anything to the contrary contained in these Articles, where the securities are held in a Depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies and discs.

G. Option to opt out in respect of any security:

If a beneficial owner seeks to opt out of a Depository in respect of any security, the beneficial owner shall inform the Depository accordingly. The Depository shall, on receipt of the intimation as above, make appropriate entries in its record and shall inform the Company accordingly.

The Company shall within thirty (30) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the beneficial owner or the transferee as the case may be.

H. Sections 83 and 108 of the Act not apply:

Notwithstanding anything to the contrary contained in the Articles -

- i. Section 83 of the Act shall not apply to the shares with a Depository;
- ii. Section 108 of the Act shall not apply to transfer of security effected by the

transferor and the transferee both of whom are entered as beneficial owners in the records of a Depository.

I Register and Index of beneficial owners:

The register and Index of Beneficial Owner, maintained by a Depository under Section 11 of the Depositories Act shall be deemed to be the Register and Index of Members and Security holders as the case may be for the purposes of these Articles.

J. Intimation to Depository:

Notwithstanding anything contained in the Act or these Articles, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities thereof to the Depository immediately on allotment of such securities.

K. Stamp duty on securities held in dematerialised form:

No stamp duty would be payable on shares and securities held in dematerialised form in any medium as may be permitted by law including any form of electronic medium.

L. Applicability of the Depositories Act:

In case of transfer of shares, debentures and other marketable securities, where the Company has not issued any certificate and where such shares, debentures or securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.\

M. Company to recognise the rights of registered Holders as also the beneficial Owners in the records of the Depository:

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the Beneficial Owner of the shares in records of the Depository as the absolute owner thereof as regards to receipt of dividend or bonus or service of notices and all or any other matters connected with the Company and accordingly, the Company shall not except as ordered by a Court of competent jurisdiction or as by law required be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

JOINT HOLDER

88. Joint Holders

Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with benefits of survivorship subject to the following and other provisions contained in these Articles:

(a) Joint and several liabilities for all payments in respect of shares

the Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

(b) Title of survivors

on the death of any such joint holders the survivor or survivors shall be the only person recognised by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from

any liability of shares held by them jointly with any other person;

(c) Receipts of one sufficient.

only the person whose name stands first in the Register of Members may give effectual receipts of any dividends or other moneys payable in respect of share; and

(d) Delivery of certificate and giving of notices to first named holders

only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.

CONVERSION OF SHARES INTO STOCK

89. Conversion of shares into stock or reconversion:

The Company may, by ordinary resolution in General Meeting.

- a) convert any fully paid-up shares into stock; and
- b) re-convert any stock into fully paid-up shares of any denomination.

90. Transfer of stock

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 shall not exceed the nominal amount of the shares from which the stock arose.

91. Rights of stock holders

The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they held the shares for which the stock arose; but no such privileges or advantages (except dividends, participation in profits by an amount of stock) which would not, if existing in shares, have conferred that privilege or advantage.

92. Regulations.

Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.

BORROWING POWERS

93. Power to borrow

Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board receive deposits or loans from members either as an advanced of call or otherwise and generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and

may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.

94. Condition on which bonds, debentures, etc. may be issued

Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

95. Securing payment or repayment of moneys borrowed

The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture-stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.

96. Bonds, Debentures etc. to be under the control of the directors.

Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

97. Mortgage of uncalled capital

If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed or if permitted by the Act may execute instrument under the seal authorise the person in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the members in respect of such uncalled capital and provisions hereinbefore contained in regard to calls shall mutatis mutandis apply to calls made under such authority either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Directors' power or otherwise and shall be assignable if expressed so to be.

98. Indemnity may be given

Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or

affecting the whole or any part of the assets of the Company by way of indemnify to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

99. Register and Index of Debenture holders:

The Company, shall, if at any time it issued debentures, keep a Register and Index of Debenture holder in accordance with section 152 of the act. The Company shall have the power to keep in any state or country outside India a branch Register of Debenture holders resident in that State or Country.

MEETINGS OF MEMBERS

100. Annual General Meeting

- (a) The Company shall, in each year, hold, in addition to any other meetings, a General Meeting as its Annual General meeting, and shall specify the meeting as such in the notice calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next and the Annual General Meeting shall be held within six months of the expiry of its financial year.
- (b) Provided that if the Registrar shall have, for any special reason, extended the time within which any Annual General Meeting shall be held, by a period not exceeding three month, then such Annual General Meeting may be held within such extended period.
- (c) Every Annual General Meeting shall be called at a time during business hours and on such day (not being a public holiday) as the Directors may from time to time determine and it shall be held either at the registered Office of the Company or at some other place within the City or town or village in which the registered office is situated.

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

101. Distinction between Annual and Extra General Meeting

All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.

102. Statutory meeting

The Company shall hold within the prescribed period specified in Section 165 of the Act, a General Meeting of the members of the Company, which shall be, called Statutory Meeting

103. Directors may call extraordinary general Meeting

The Directors may call an Extra-ordinary General Meeting whenever they think fit.

104. Meeting on requisition procedures:

- (1) The requisition shall set out the matters for the consideration of which the Meeting is to be called shall be signed by the requisitionist, and shall be deposited at the Registered Office of the Company.
- (2) The requisition may consist of several documents of the like form, each signed by one or more requisitionists.

- (3) Where two or more distinct matters are specified in the requisition, the provision of clause (1) above shall apply separately in regard to each such matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that clause is fulfilled.
- (4) If the Board does not, within twenty- one days from the date of the deposit of a valid requisition in regard to any matter, proceed duly to call a meeting for the consideration of those matters on a day not later than forty- five days from the date of the deposit of the requisition the meeting may be called by the requisitionist themselves or by such of the requisitionist as represent, either a majority in value of the paid-up Share Capital held by all of them or not less than one-tenth of such of the paid-up Share Capital of the Company as is referred to in clause (2) above whichever is less.
- (5) A Meeting called under clause (6) above by the requisitionists or any of them shall be called in the same manner, as nearly as possible, as that in which Meetings are to be called by three months from the date of the deposit of the requisition.
- (6) Any reasonable expenses incurred by the requisitionists by reason of the failure of the board duly to call a Meeting shall be repaid to the requisitionists by the Company, and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.
- (7) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of directors prescribed by these Articles and Continuing Directors fail or neglect to increase the General Meeting , any Director or any two or more members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call an Extra-ordinary General Meeting in the same manner as nearly as possible as that in which Meetings, may be called by the Directors.

105. Length of notice of General Meeting

- (1) A General Meeting of the Company, Annual or Extraordinary and by whomsoever called, may be called by giving not less than 21 days clear notice in writing.
- (2) A General Meeting may be called by giving shorter notice than that specified in clause (1) hereof if consent is accorded thereto
 - (a) in the case of an Annual General Meeting by all the members entitled to vote thereto and
 - (b) in case of any other general meeting, by members of the Company holding not less than ninety-five per cent of such part of the paid up share capital of the Company as gives a right to vote at the meeting.

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

106. Meeting to transact business not mentioned in notice

No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or

notices upon which it was convened.

107. **Contents of Notice**

1. Every notice of a Meeting of the Company shall specify the place, the date and hour of the Meeting and shall contain a statement of the business to be transacted thereat. The Notice/Agenda of such General Meeting shall be in English and shall not contain a miscellaneous designation such as 'other matter'.
2. In every notice there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, to attend and vote instead of himself, and that a proxy need not be a member of the Company.

108. **Service of Notice**

Notice of every Meeting shall be given to every member of the Company in any manner authorised by Sub- sections (1) to (4) of section 53 of the Act and by these Articles, it shall be given to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a period letter addressed to them by name, or by the title of the representative of the deceased or assignees of the solvent 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 supplied by giving the notice or in any manner in which it might have been given if the death or insolvency had not occurred, provided that where notice of a Meeting is given by advertising the same in a newspaper circulating in the neighborhood of the Registered Office of the Company under sub-section (3) of Section 53 of the Act, the explanatory statement need not be annexed to the notice as required by Section 173 of the said Act, but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

- (a) Notice of every Meeting of the Company and every other communication relating to any General Meeting of the Company which any member of the Company is entitled to have sent to him, shall be given to the Auditor or Auditors for the time being of the Company in the manner authorised by Section 53 of the Act, as in the case of any member or members of the Company.

(b) **Omission to give Notice not to invalidate a resolution passed**

The accidental omission to give notice of any meeting to or the non-receipt of any notice by member or other person to whom it should be given shall not invalidate the proceedings at the meeting or the resolutions passed there at to give any notice of an adjustment or the business to be transacted at an adjourned meeting.

109. **Quorum**

Five Members present in person shall be a quorum for a General Meeting. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with section 187 of the Act.

110. **If quorum not present meeting to be dissolved or adjourned**

No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business. If, at the expiration of half an hour from the time appointed for holding a Meeting of the Company, a quorum shall not be present, the Meeting, if convened by or upon the requisition of Members shall stand dissolved, but in any other case the Meeting shall stand adjourned to the same day in the next week or, if that is a public holiday, until the next succeeding day which is not a public holiday, at the same time and

place or to such other day and at such other time being and place in the city or town in which the Office is for the time being situate as the Board may determine, and if at such adjourned Meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum, and may transact the business for which the Meeting was called.

111. Chairman of General Meeting

The Chairman of the Board shall be entitled to take the chair at every General Meeting whether annual or Extra-Ordinary. If there be no such Chairman of the Board or if at any meeting he shall not be present or if he shall be unable or unwilling to take the chair, then the Vice – Chairman (if any) of the Board shall be entitled to take the chair at such meeting. If there be no such vice- chairman of the Board, or if at any meeting he shall not be present or if he shall be unable or unwilling to take the chair, then the Directors present may choose one of their number to be the Chairman of the meeting. If no Director be present or if all the Directors present decline to take the chair, then the members present shall elect one of their number to be Chairman of their meeting.

112. Business defined to election of Chairman whilst Chair vacant

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

113. Quorum for General Meeting

For all purposes the quorum at a general meeting shall be five members personally present. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 187 of the Act.

114. Business confined to election of chairman whilst chair is vacant.

- a) The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.
- b) No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.

115. Chairman with consent may adjourn meeting.

The Chairman with the consent of the Members may adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment 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 of or any business to be transacted at an adjourned meeting.

116. Chairman casting vote

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

117. In what case poll taken without adjournment

Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.

118. Questions at general meetings how decided

At any general meeting a resolution including a special 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 a show of hands) demanded:

- (a) by the Chairman or
- (b) by any member or members present in person or by proxy and having not less than one-tenth of the total voting power in respect of the resolution; or
- (c) by any member or members present in person or by proxy and holding shares in the company on which an aggregate sum of not less than Rupees fifty thousand has been paid up.

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

120. Demand for poll not to prevent transaction of other business.

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

VOTES OF MEMBERS**121. Members in arrears not to vote**

No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands or upon a poll or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.

122. Number of votes each member entitled

Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in clause (b) of sub-section (2) of Section 87 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.

123. Casting of votes by a member entitled to more than one vote

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

124. How member non compos mentis may vote

If any Member is lunatic or, idiot, the vote in respect of his shares shall be cast by his legal guardian(s), provided that such evidence of the authority of the person claiming to vote as shall be accepted by the Directors shall have been deposited at the office of the Company not less than forty eight hours before the time of holding a meeting.

125. Votes of joint members

If there are joint holders of any shares, any one of such persons may vote at any meeting or appoint another person (whether a Member or not) as his proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the meeting and if more than one of the said persons remain present than the person whose name stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.

126. Votes may be given by proxy or by representative

Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Article 127.

127. Representative of a body corporate

A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 187 of the Act to act as its representative at any Meeting of the members or creditors of the Company of or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.

128 Members paying money in advance

- (a) member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.
- (b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.

129. Members not prohibited if share not held for any specified period

Any person entitled under Article 78 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote provided he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.

130. No votes by proxy on show of hands

No Member personally present shall be entitled to vote on a show of hands unless such member is present by attorney or is a corporation present by proxy or a company present by a representative duly Authorised under the provisions of the Act in which case such attorney, proxy or representative may vote on a show of hands as if he were a Member of the Company. In the case of a company the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such company and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.

131. Appointment of a proxy

Any member of the Company entitled to attend and vote at a Meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself PROVIDED ALWAYS THAT a proxy so appointed shall not have any right whatsoever to speak at the Meeting. Every notice convening a Meeting of the Company shall state that a member entitled to attend and vote is entitled one or more proxies.

132. Form of proxy

Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in any one of the forms set out in Schedule IX of the Act, or if the appointer is a body corporate be under its seal or be signed by any Officer or attorney duly Authorised by it.

133. Validity of votes given by proxy notwithstanding death of a member

A vote given in accordance with the tenant of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting.

134. Inspection of proxies

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

135. Time for objections to votes

No objection shall be made to the validity of any vote, except at any meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

136. Chairman of the Meeting to be the judge of validity of any vote

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

137. Resolutions requiring special notice

- (1) Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the Meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting.
- (2) The Company shall, immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the Meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the Meeting.
- (3) The following resolution shall require special notice:
 - (a) resolution under Section 225 of the Act at an Annual General Meeting for appointing a person as Auditor other than a retiring Auditor or providing expressly that a retiring Auditor shall not be re-appointed.
 - (b) resolution under Section 284 of the Act removing a Director before the expiry of his period of office.
 - (c) resolution under Section 284 of the Act appointing a Director in place of the Directors so removed.

138. Right of the Member to use his votes differently:

Pursuant to section 183, on a poll taken at a meeting of a company, a member entitled to more than one vote, or his proxy, or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all votes he uses.

139. Passing of resolutions by postal ballot:

Notwithstanding anything contained in the Articles of Association of the Company and subject to Section 192A, the company may adopt the mode of passing a resolution by the members of the company by means of postal ballot and/or other ways as may be prescribed by the Central Government in this behalf in respect of the following matters instead of transacting such business in a general meeting of the company: -

- (1) any business that can be transacted by the company in general meeting;
- (2) any of the following business prescribed by the Central Government :
 - (a) alteration in the Object Clause of Memorandum;
 - (b) alteration of Articles of Associations in relation to deletion or insertion of provisions defining private company;
 - (c) buy-back of own shares by the company under sub-section (1) of section 77A;
 - (d) issue of shares with differential voting rights as to voting or dividend or other wise under sub-clause (ii) of clause (a) of section 86;
 - (e) change in place of Registered Office out side local limits of any city, town or village as specified in sub-section (2) of section 146;

- (f) sale of whole or substantially the whole of undertaking of a company as specified under sub-clause (a) of sub-section (1) of section 293;
 - (g) giving loans or extending guarantee or providing security in excess of the limit prescribed under sub-section (1) of section 372A;
 - (h) election of a director under sub-section (1) of section 252
 - (i) power to compromise or make arrangements with creditors and members as specified under sub-section (2) of section 391;
 - (j) variation in the rights attached to a class of shares or debentures or other securities as specified under section 106.
- (3) resolutions relating to such business as the Central Government, may by notification, declare to be conducted only by postal ballot.

DIRECTORS

140. Number of Directors

Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 252 of the Act, the number of Directors (including Additional and Alternate Directors) shall not be less than three and not more than twelve

141. Special Directors:

The Company shall subject to the provisions of the Act, be entitled to agree with any person, firm or corporations that he or it shall have the right to appoint his or its nominee or nominees on the Board of Directors of the Company upon such terms and conditions as the Company may deem fit.

Such nominees and their successors in office appointed under this Article shall be called special directors of the Company.

142. The Special Directors appointed hereof shall be entitled to hold office until requested to retire by the person, firm or corporation which may have appointed him/them and will not be liable to retire by rotation. As and when Special Directors vacates office whether upon request as aforesaid or by death, resignation or otherwise, the person, firm, or corporation who or which appointed such Director may appoint any other Director in his place. A special Director may, at any time, be notice in writing to the Company resign his office. Subject as aforesaid a Special Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

143. First Directors

The First Directors of the Company shall be:

1. Mr. SHAUKAT SULEMAN THARADRA
2. MRS. SHAHIDA SHAUKAT THARADRA
3. MR AZAMKHAN FATEHKHAN LOHANI

144. Special Clause:

So long as Mr. Shaukat Suleman Tharadra or its associates hold or continue to hold not less than 10% of the paid-up Equity Capital of the Company from time to time notwithstanding anything contained in any other clause in these Articles of Association. Mr. Shaukat Suleman Tharadra or a person authorised by him shall

have the right to nominate up to a maximum number of one third of the strength of the Board of Directors as a Directors or Directors of the Board of the Company and to remove such person or persons from the Board and nominate other or others in their places and the Company and the Board of Directors of the Company shall be bound by such nominations. Such Nominee Directors as may be specified by Mr.Shaukat Suleman Tharadra or a person duly authorised by him shall not be liable to retire by rotation.

145. **Qualification shares**

It shall not be necessary for a director to hold any qualification shares in the Company.

146. **Nominee Directors of Financial Institutions**

In case the Company obtains any loans and or other facilities from financial institutions and it is a term thereof that the said financial institution shall have a right to nominate one or more Directors, then subject to such terms and conditions, the said financial institution shall be entitled to nominate one or more Directors, as the case may be, on the Board of Directors of the Company and to remove from office any such Director so appointed and to nominate another in his place. Any Director of the Directors so nominated shall not be required to hold any qualification shares and shall not be liable to retire by rotation. Any such nomination or removal shall be made in writing and by a resolution of the Board of Directors of such financial institution and shall be signed by the said financial institution or by any person duly Authorised by it and shall be served at the office of the Company. Provided that the right to appoint non-rotational directors shall be limited to the industrial Credit and Investment Corporation of India, the Industrial Finance Corporation, a State Financial Corporation or any Financial Institution owned or controlled by the Central Government or a State Government or the Reserve Bank of India or by two or more of them or by Central Government or State Government by themselves.

147. **Debenture Directors or mortgage, Directors**

Any trust deed for securing the debentures or debenture-stock (or a deed or mortgage of any assets of the Company) may it so arranged, provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture-stock (or in the case of a deed of mortgage by the person or persons having such power) of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture-stocks (or such person or persons) from time to time, remove any Director so appointed. The Director appointed under the article is herein referred to as the "Debenture Director" (or a "Mortgage Director") and the term "Debenture Director" (or "Mortgage Director") means the Director for the time being in office under this article. This Debenture Director (or the Mortgage Director) shall not be liable to retire by rotation, or be removed by the Company. The trust deed (or the mortgage deed) may contain such ancillary provisions as may be arranged between the Company and the trustees (or mortgage) and all such provisions shall (subject to the provisions of the Act) have effect notwithstanding any of the other provisions herein contained.

148. Any advocate or Chartered Accountant or any professional who may for the time being be a Director of the Company:

(a) **Professional Directors**

shall be entitled to charge the Company, professional remuneration for all work done by him for or on behalf of the Company at the rate agreed upon and on

such terms and conditions as may be agreed upon:

- (b) shall be entitled to vote on all resolutions on all matters in any way he thinks fit irrespective of the fact that he has advised upon or been concerned with any matters relating to the said resolution prior to the passing thereof or is likely to advise upon or may have to deal with matters relating to any resolution after the same has been passed;
- (c) shall not be liable or responsible for the day to day or routine management and running of the Company and its affairs including setting aside, appropriations or payment of any statutory dues by or on behalf of the Company; and
- (d) shall be indemnified by the Company in respect of and fines or penalties that may be imposed upon him as a Director of the Company as a result of any act or omission of the Company and/or any of its Officers in failing to comply with any requirements of the law whether with regard to any payments to be made or otherwise howsoever, and also against all costs, charges and expenses that may be incurred by him in any proceeding against or relating to the said Professional Director in his capacity as a Director.

149. Appointment of alternate Director

The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. An Alternate Director appointed under this Article shall not hold office for 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 that State. If the term of Office of the Original Director is determined before he so returns to that State, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.

150. Directors power to add to the Board

Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.

151. Directors power to fill casual vacancies

Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.

152. Appointment of Additional Directors:

Subject to the provision of the Act, Board shall have power at any time and from time to time to appoint a person or persons as an Additional Director or Directors. Such Additional Director shall hold office only upto the date of the next Annual General Meeting of the Company, but shall be eligible for re-election at that meeting as a Director provided that, the number of Directors and the Additional Directors together, shall not exceed the maximum strength fixed by the board by Article 140.

153. Remuneration of Directors

The remuneration of a Director for his services shall be such sum not exceeding the sum as specified in Section 310 for each meeting of the Board of Directors or of a Committee thereof attended by him time to time. Subject to the limitation provided by the Act such additional remuneration as may be fixed by the Board, may be paid to any one or more of the Directors for services rendered by him or them; and the Directors shall be paid such further remuneration (if any) as the Company in General Meeting shall from time to time determine, and such further remuneration will be divided among the Directors in such proportion and in such manner as the Directors may from time to time determine and in default of such determination within the year equally. Such remuneration and/or additional remuneration may be by way of salary or commission or dividends, profits or turnover or by participation in profits or by any or all or those modes.

154. Directors not bonafide residents of the place where the meeting held to be reimbursed

The Board shall reimburse any Directors who is not a bonafide resident of the place where a meeting of the Board of Directors or a Committee thereof is to be held and who shall come to such place for the purpose of attending a meeting travelling expenses (including boarding, lodging and other expenses) in addition to his fee for attending such meetings above specified, and the Directors may from time to time fix such other remuneration to be paid to any member or members of their body constituting a committee appointed by the Directors in terms of these Articles.

155. Special remuneration to Directors on Company's business of otherwise performing extra services

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing out of the city of his normal residence or otherwise for any of the purposes of the Company, the Company shall subject as aforesaid, remunerate such Director either by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration above provided.

156. Directors may act notwithstanding any vacancy

The continuing Directors may act notwithstanding any vacancy in their body, provided that if the number fails below the minimum number fixed by Article 140 hereof the continuing Directors not being less than three may act for the purpose of increasing the number of Directors to that minimum number, or for summoning a General Meeting of the Company or in emergencies but no other purpose.

157. Directors may contract with the Company

Subject to the provisions of the Act and observance and fulfillment thereof and subject to restrictions imposed by Articles, no Director shall be disqualified by his office of a Director in the Company from contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested, be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relationship thereby established, but it is declared that the nature of his interest must be disclosed by him as provided by the Act.

158. **Directors may be Directors of Companies promoted by the Company**

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

159. **Disclosure of holdings:**

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

160. **Loans to Directors**

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

161. **The Company may increase or reduce the number of Directors**

Subject to the provisions of the Act and these Articles, the Company may by an Ordinary Resolution in General Meeting from time to time increase or reduce within the maximum limit permissible the number of Directors provided that any increase in the number of Directors exceeding the limit in that behalf provided in the Act shall not have any effect unless approved by the Central Government and shall become void if and so far it is disapproved by the Government.

162. **Disclosure of Interest by Directors:**

A Director of the company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 299(2) of the Act, provided that it shall not be necessary for a director to disclose his concern or interest in any such contract or arrangement where the concern or interest consists only in holding together with his co- directors in the aggregate not more than two percent of the paid- up share capital in any company, a general notice given to the Board by the Director, to the effect that he is director or member of as specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into which that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for a further period of one financial year at a time by fresh notice given in the last months of the financial year in which it would have otherwise expired. No such general notice and to renewal thereof shall be of effect unless, either it is given at a meeting of the Board of the Directors concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

163. Interested Directors not to participate or vote in Board's proceedings:

No directors shall as a director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; Provided however, that nothing herein contained shall apply to:

- (a) any contract or indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the company;
- (b) any contract or arrangement entered into or to be entered into with a public company or a private company which is subsidiary of a public company in which the interest of the Director consists solely :-

- (i) In his being:

- (a) Director of such Company, and

- (b) the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by this Company, or

- (ii) In his being a member holding not more than two per cent of its paid-up share capital.

164. Register of contracts in which director are interested:

The company shall keep a Register in accordance with Section 301 (1) and shall within the time specified in section 301 (2) enter therein such of the particulars as may be relevant having regard to the application thereto of section 297 or section 29 of the Act as the case may be. The Registrar aforesaid shall also specify, in relation to each Director of the Company the names of the bodies corporate and firms of which notice has been given by him under Article 162. The Register shall be kept at the office of the Company and shall be open to inspection at such office, and extracts may be taken therefrom and copies thereof may be required by any Member of the company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the company and the provisions of section 163 of the Act shall apply accordingly.

PROCEEDING OF THE BOARD OF DIRECTORS**165. Meetings of Directors**

- (a) The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (b) The Chairman of the Board of Directors or the Managing Director or any two-Director may at any time convene a meeting of the Board of Directors.

166. Chairman

The Directors may from time to time elect from among their members a Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.

167. Question at Board meeting how decided

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman would have a second or casting vote.

168. Directors may appoint committee

Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the 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, shall have the like force and effect as if done by the Board.

169. Committee Meetings How to be governed

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

170. Resolution by circular

- a) A resolution passed by circular without a meeting of the Board or a committee of the Board appointed under Article 168 shall, subject to the provisions of sub-clause (b) hereof and the Act be as valid and effectual as a Resolution duly passed at a meeting of the Board or of a committee duly called and held.
- b) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by a circular, if the Resolution has been circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee then in India (not being less in number than the quorum requisite for a Meeting of the Board or the committee as the case may be) and to all other Directors or other members of the Committee at their usual addresses in India and has been approved by such of the Directors or members of the committee as are then in India or by a majority of such of them as are entitled to vote on the Resolution.
- c) Subject to the provisions of the Act, a statement signed by the Managing Director, Secretary or other person authorised in that behalf by the directors certifying the absence from India of any Directors shall for the purposes of this Article be prima facie conclusive.

171. Acts or Board or Committee shall be valid notwithstanding defect in appointment

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

172. Quorum for Meeting of the Board

Subject to the provisions of Section 287 of the Act, the quorum for a Meeting of the Directors shall be one-third of the total strength of the Board of Directors, or two Directors whichever is higher.

RETIREMENT AND ROTATION OF DIRECTORS**173. Retirement by Rotation**

(a) Not less than two-third of the total number of directors of the Company shall be person 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.

(b) The remaining Directors shall be appointed in accordance with the provisions of the Articles.

174. Directors to retire annually how determined

At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or multiple of three then the number nearest to one-third shall retire from office.

175. Ascertainment of Directors retiring by rotation

Subject to the provisions of the Act and these articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall in default of and subject to any agreement among themselves, be determined by lot. Subject to the provisions of the Act, a retiring Director shall retain office until the dissolution of the meeting at which the re-appointment is decided or his successor is appointed.

176. Eligibility for re-appointment

Subject to the provisions of the Act and these Articles, a retiring Director shall be eligible for re-appointment.

177. Company to fill up vacancy

Subject to the applicable provisions of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by selecting the retiring Director or some other person thereto.

178. Provisions in default in appointment

- 1) 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.
- 2) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless:
 - (a) At the meeting or at the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost ;

- (b) The retiring Director has by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
- (c) He is not qualified or is disqualified for appointment;
- (d) A resolution whether special or ordinary is required for the appointment or re-appointment by virtue of any provisions of the Act;
- (e) Sub-clause (2) of Section 263 of the Act is applicable to the case.

179. Notice of candidature for office of Directors

- 1) Subject to the provisions of the Act and these articles, any person who is not a retiring Director shall be eligible for appointment to the Office of Director at any General Meeting if he or any member intending to propose him, has atleast 14 clear days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for that office or the intention of such member to propose him as a candidate for that office as the case may be. The Company shall duly comply with the provisions of Section 257 of the Act for informing its members of the candidature of the Director concerned.
- 2) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 257, signifying his candidature for the office of a Director) proposed as candidate for the office of a Director shall sign and file with the company, his consent in writing to act as a Director, if appointed.
- 3) A person other than:
 - (a) a Director re-appointed after retirement by rotation or immediately on the expiry of his term of office, or
 - (b) an additional or alternate Director, or a person filling a casual vacancy in the office of a Director under Section 262 of the Act, appointed as a Director or re-appointed as an additional or alternate Director, immediately on the expiry of his term of office, or
 - (c) a person named as a Director of the Company under its Articles as first Director shall not act as a Director of the Company unless he has within 30 days of his appointment, signed and filed with the Registrar his consent in writing to act as a Director.

180. Individual resolutions for Directors appointments.

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

REMOVAL OF DIRECTORS

181. Removal of Directors

- (1) The Company may (subject to the provisions of Section 284 and other

applicable provisions of the Act and these Articles) remove any Director before the expiry of his period of office.

- (2) Special notice as provided by Section 190 of the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
- (3) On receipt of notice of a resolution to remove a director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the company) shall be entitled to be heard on the resolution at the meeting.
- (4) Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representation in writing to the Company (not exceeding a reasonable length) and requests its notification to members of the Company, the company shall unless the representation is received by it too late, do it so:
 - (a) in the notice of the resolution given to members of the company state the fact of the representation having been made, and
 - (b) send a copy of the representation to every member of the company, and if a copy of the representations is not sent as aforesaid because they were received too late or because of the Company's default the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting:

Provided that copy of the representation need not be sent or read out at the meeting on the application of the Company or of any other person who claims to be aggrieved if the Court is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter.

- (5) A vacancy created by the removal of a director under this Article may, if he had been appointed by the Company in General Meeting or by the Board in pursuance of Article 150 or section 262 of the Act be filled by the appointment of another Director in his stead by the meeting at which he is removed.

Provided special notice of the intended appointment has been given under sub-clause (2) hereof. A director so appointed shall hold office until the date upto which his predecessor would have held office if he had and not been removed as aforesaid.

- (6) If the vacancy is not filled under sub-clause (5), it may be filled as a casual vacancy in accordance with the provisions in so far as they are applicable, of Article 151 or Section 262 of the Act, and all the provisions of that section shall apply accordingly.
- (7) A Director who was removed from the office under this Article shall not be reappointed as a Director by the Board of Directors.

182. When office of Directors to be vacated:

Subject to section 283 (2) and 314 of the Act, the office of a Director shall become vacant if:

- (a) he is found to be of unsound mind by a Court of competent jurisdiction ; or
- (b) he applies to be adjudicated an insolvent ; or

- (c) he is adjudged insolvent ; or
- (d) he is convicted by a Court of any offense involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months ; or
- (e) he falls to pay any call made on him in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the date fixed for the payment of such call unless the Central Government has by notification in the Official Gazette removed the disqualification incurred by such failure; or
- (f) he absents himself from 3 consecutive meetings of the Directors or from all meetings of the Directors for a continuous period of three months, whichever is longer, without leave of absence from the Board ;or
- (g) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is a partner or any private company of which he is a director, accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 295 of the Act; or
- (h) he acts in contravention of Section 299 of the Act; or
- (i) he becomes disqualified by an order of the court under section 203; or
- (j) he is removed in pursuance of Section 284 ; or
- (k) having appointed a Director by virtue of his holding any office or other employment in the company he ceases to hold such office or other employment in the company.

183. Consent of Company necessary for the exercise of certain powers:

The 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 company , the whole substantially the whole of any such undertaking.
- b) Remit, or give time for the repayment of any debt due by a Director.
- c) Invest otherwise than in trust securities, the amount of compensation received by the Company in respect of the compulsory acquisition of any such undertaking as is referred in sub-clause (a) above, or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on with difficulty or only after a considerable time;
- d) Borrow moneys in excess of the limits provided in Article 93.
- e) Contribute, to charitable and other funds not directly relating to the business of the Company or the Welfare of its employees, any amounts the aggregate of which will in any financial year exceed Fifty Thousand Rupees or 5% of its average net profits as determined in accordance with the Act during the three financial years, immediately preceding, whichever is greater.

184. Certain powers to be exercised by the Board only at meeting:

- (1) The Board shall exercise the following powers on behalf of the Company and it

shall do so only by means of resolutions passed at the meetings of the Board of Directors:

- (a) the power to make calls on members in respect of money unpaid on their shares;
- (b) the power to issue debentures;
- (c) the power to borrow moneys otherwise than on debentures;
- (d) the power to invest the funds of the Company.
- (e) the power to make loans.

Provided that the Board may, by resolution passed at a meeting, delegate to any Committee of Directors or the Managing Director, or the Secretary, or any principal officer of the Company or of any of its branch offices the powers specified to in (c), (d) and (e) of this sub-clause to the extent specified below on such conditions as the Board may prescribe.

- (2) Every resolution delegating the power referred to in sub-clause (1) (c) shall specify the total amount outstanding at any one time upto which moneys may be borrowed by the delegatee. Provided, however, that where the Company has an arrangement with its bankers for the borrowing of money by way of overdraft, cash credit or otherwise, the actual day-to-day operation of the overdraft, cash credit or the accounts by means of which the arrangement made is availed of shall not require sanction of Board.
- (3) Every resolution delegating the power referred to in sub-clause (1) (d) shall specify the total amounts upto which the funds may be invested and the nature of the investments which may be made by the delegates.
- (4) Every resolution delegating the power referred to in sub-clause (1) (e) shall specify the total amount upto which loans may be made by the delegates, the purpose for which the loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.
- (5) Nothing contained in this Article shall be deemed to affect the right of the Company in General Meeting to impose restrictions and conditions on the exercise by the Board and any of the powers referred to in (a), (b), (c) and (d) of clause (1) above.

POWERS OF THE BOARD

185. Powers of the Board

The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However 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.

Certain powers of the Board

Without prejudice to the general powers conferred by the Article 184 and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding two Articles, it is hereby, declared that the Directors shall have the

following powers, that is to say:

(1) To acquire any property, rights etc

Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.

(2) To take on Lease

Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfactory.

(3) To erect & construct

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

(4) To pay for property

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

(5) To insure properties of the Company

To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

(6) To open Bank accounts

To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.

(7) To secure contracts by way of mortgage

To secure the fulfillment of any contracts or entered into by the Company by mortgage or charge on all or any of the property of the Company

including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.

(8) To accept surrender of shares

To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.

(9) To appoint trustees for the Company

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

(10) To conduct legal proceedings

To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.

(11) Bankruptcy & Insolvency

To act on behalf of the Company in all matters relating to bankruptcy insolvency.

(12) To issue receipts & give discharge

To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.

(13) To invest and deal with money of the Company

Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon which authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.

(14) To give Security by way of indemnity

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 as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;

(15) To determine signing powers

To determine from time to time who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.

(16) Commission or share in profits

To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.

(17) Bonus etc. employees

To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.

(18) Transfer to Reserve Funds

Before recommending any dividend subject to provisions of section 205 of the Act, to set aside out of the profits of the Company such sums as they may think proper of the depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalising dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 292 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply 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 may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.

(19) To appoint and remove officers and other employees

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

- (20) To comply with the provisions of local law

To comply with the requirement of any local law which in their opinion it would be in the interest of the Company be necessary or expedient to comply with.

- (21) **To appoint local Boards**

From time to time and at any time to establish any local board for managing the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such local Boards, and to fix their remunerations;

- (22) **To delegate powers to Local Boards**

Subject to Section 292 of the Act, from time to time, and at any time to delegate to any person so appointed any of the powers, authorities, and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow moneys; and to authorise the members for the time being of any local Board, or any of them to fill up any vacancies, and such appointment or delegation may be made on such terms and conditions to the Board may think fit, and the Board may at any time remove any person so appointed and may revoke or vary such delegation.

- (23) **To appoint Attorneys**

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 Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board any powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.

- (24) **To enter into contracts**

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

- (25) **To make rules**

From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.

- (26) **To effect contracts etc.**

To effect, make and enter into on behalf of the Company all transactions,

agreements and other contracts within the scope of the business of the Company.

(27) **To apply & obtain concessions licences etc.**

To apply for, promote and obtain any act, charter, privilege, concession, license, authorisation, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.

(28) **To pay commission or interest**

To pay and charge to the capital account of the Company any commission or interest lawfully payable thereout under the provisions of Sections 76 and 208 of the Act and of the provisions contained in these presents.

(29) **To redeem redeemable preference shares.**

To redeem redeemable preference shares.

(30) **To assist charitable or benevolent institutions**

To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.

MANAGING AND WHOLE-TIME DIRECTORS

186. Powers to appoint Managing Wholetime Directors

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

187. What provisions he shall be subject to.

Subject to the provisions of the Act and to these Articles, a Managing Director or a Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation in accordance with the provisions of the Act but he shall subject to the provisions of any contract between him and company be subject to the same provisions as to resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or Whole-time Director if he ceased to hold the office of Director from any cause. Provided that if at any time the number of Directors (including the Managing Director or Whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being then such Managing Director or Managing Directors' or Whole-time Director or Whole-time Directors as the Directors shall from time to time shall be liable to retirement by rotation in accordance with the provisions of the Act to the intent that the number of

directors not liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being.

A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.

188. Certain persons not to be appointed as Managing Director(s)

The Company shall not appoint or employ or continue the appointment or employment of a person as its Managing or Whole-time Director who:

- (a) is an undischarged insolvent, or has at any time been adjudged an insolvent ;
- (b) Suspends , or has at any time suspended payment to his creditors, or makes, or has at any time made, a composition with them; or
- (c) is, or has at any time been, convicted by a Court of an offense involving moral turpitude.

189. Special positions of Managing Directors:

The managing Director or managing Directors shall not while he or they continue to hold that office be subject to retirement by rotation in accordance with Article 173. If he or they cease to hold the office of Director he or they shall ipso facto and immediately cease to be the Managing Director or Managing Directors.

190. Remuneration of Managing or whole- time Director

The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.

191. Powers and duties of Managing Director or Whole- time Director

Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board. The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles 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 that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.

THE SECRETARY/MANAGER

192. Board to appoint Secretary/Manager

The Directors may from time to time appoint a duly qualified person to be the Secretary/Manager of the Company and on such terms and conditions as they shall deem fit and may from time to time suspend, remove or dismiss him from office and appoint another in his place.

Subject to the provisions of the Act and these Articles the Directors may delegate to the Secretary such powers and entrust him with such duties as they may deem fit from time to time and revoke, cancel, alter or modify the same, and in particular, entrust to him the performance of the functions which, by the Act, are to be performed by the Secretary of the Company and other administrative and ministerial duties. The remuneration of the Secretary shall be such as may be determined by the Directors from time to time.

REGISTERS, BOOKS AND DOCUMENTS

193. Registers, Books and documents to be maintained by the company

he company shall maintain all registers, books and documents as required by the act or these articles, including the following, namely:

- (a) Register of investment not held in the company's name according to section 49 of the Act.
- (b) Register of mortgage, debentures and charges according to section 143 of the act.
- (c) Register of members and an index of members according to section 143 of the act.
- (d) Register of contracts, companies and firms in- which directors are interested according to section 301 of act.
- (e) Register of directors and managing director(s) manager and secretary according to section 303 of the act.
- (f) Register of shareholders and debenture holdings of directors according to section 307 of the act,
- (g) Register of loans made, guarantees given or securities provided according to section 370 of the act.
- (h) Register of investments in shares or debentures of bodies corporate according to section 373 of the act.
- (i) Books of account in accordance with the provisions of section 209 of the act.
- (j) Copies of instruments creating any charge requiring registration according to section 136 of the act .
- (k) Copies of annual returns prepared under section 159 of the act together with the copies of the certificate required under section 161
- (l) Register of renewed and duplicate certificates according to rule 7(2) of the companies (issue of share certificate) rules, 1960
- (m) The said registers, books and documents shall be maintained in conformity with the applicable provisions of the act and these articles and shall be kept open for inspection for such persons as may be entitled thereto respectively, under the act and these articles on such days and during such business hours as may in that behalf be determined in accordance with the provisions of the act and these articles and extracts therefrom shall be supplied to those persons entitled thereto in accordance with the provisions of the act and these articles.
- (n) The company may keep a foreign register of members in accordance with section 157 and 158 of the act. The directors may from time to time make such provisions as they may think fit in respect of the keeping of branch registers of members and/or debenture-holders.

THE SEAL

194. The seal, its custody and use

- (a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.
- (b) The Company shall also be at liberty to have an Official Seal in accordance with Section 50 of the Act, for use in any territory, district or place outside India.

195. Deeds how executed

Every Deed or other instrument, to which the Seal of the Company is required to be affixed, shall, unless the same is executed by a duly constituted attorney, be signed by any one Director and Secretary or some other person appointed by the Board for the purpose provided that in respect of the Share Certificate the Seal shall be affixed in accordance with Article 31(a).

DIVIDENDS

196. Division of profits

The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these articles and subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid-up or credited as paid-up on the shares held by them respectively.

No amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of this Article as paid on a Share.

197. The Company in General Meeting may declare a dividend

The Company in Annual General Meeting may declare dividend to be paid to Members according to their respective rights, but no dividend shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a lesser dividend.

198. Dividends only to be paid out of profits

The Company in Annual General Meeting may subject to the provisions of the Act declare a dividend to be paid to the members according to their respective rights and interest in the profits and subject to the provisions of the Act may fix the time for payment.

- (a) no dividend shall be payable except out of the profits of the year or any other undistributed profits or otherwise in accordance with the provisions of Section 205, 206 and 207 of the Act.
- (b) when a dividend has been so declared, the warrant in respect thereof shall be posted within 30 days from the date of declaration to the shareholders entitled to the payment of the same.

199. Interim Dividend

Subject to the provisions of the Act, the Board may, from time to time, pay to the Members such interim dividend as in their judgement the position of the Company justifies.

200. Capital paid up in Advance at interest not to earn dividend

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

201. Dividends in proportion to amount paid-up

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

202. Retention of dividends until completion of transfer under Article 78.

The Board may retain the dividends payable upon shares in respect of which any person is, under Articles 78 entitled to become a Member, or which any person under that Article is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same, subject to the provisions of Section 206-A and other applicable provisions, if any, the Companies Act, 1956.

203. No member to receive dividend whilst indebted to the Company, and Company's rights, of reimbursement thereof.

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 share or otherwise howsoever, either alone or jointly with any other person or persons; and the Board may deduct from the interest or dividend payable to any Member all sums of money so due from him to the Company.

204. Transfer of shares must be registered

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

205. Dividend how Remitted

Unless otherwise directed any dividend may be paid by cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant sent through the post to the registered address of the Member or person entitled or in case of joint-holders to that one of them first named in the register in respect of the joint holdings. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission or for any dividend lost to the Member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any slip or receipt or the fraudulent recovery of the dividend by any other means.

206. Dividend and call together

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

207. Unclaimed Dividend

- a) Dividends unclaimed will be dealt with according to the provisions of Section 205-A and 205-B of the Act.
- b) No unclaimed dividend should be forfeited by the Board and no unpaid dividend shall bear interest as against the Company.

CAPITALISATION OF PROFITS**208. Capitalisation in respect of partly paid up shares.**

- (1) Any General Meeting may resolve that any amounts standing to the credit of the

share premium account or the capital redemption reserve account or any moneys, investments or other assets forming part of the undivided profits (including profits or surplus moneys arising from the realisation and where permitted by law, from the appreciation in value of any capital assets of the Company, standing to the credit of the General Reserve Fund or any other Fund of the Company or in the hands of the Company and available for dividend) be capitalised:

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

Provided that any amounts standing to the credit of the share premium account or the capital redemption reserve account shall be applied only in crediting the payment of capital on shares of the Company to be issued to Members (as herein provided) as fully paid bonus shares.

- (2) Such issue and distribution under (1) (a) above and such payment to credit of unpaid share capital under (1) (b) above shall be made up, among and in favour of the Members or any class of them or any of them entitled thereto and in accordance with their respective rights and interest and in proportion to the amount of capital paid-up on the shares held by them respectively in respect of which such distribution under (1) (a) or payment under (1) (b) above shall be made on the footing that such members become entitled thereto as capital.
- (3) The Directors shall give effect to any such resolution and apply such portion of the profits, general reserve, or reserve fund or any other funds or account as aforesaid as may be required for the purpose of making payment in full for the shares, debentures, or debenture-stock, bonds or other obligations of the Company so distributed under (1) (a) above or for the purpose of paying, in whole or in part, the amount remaining unpaid on the shares which have been issued and are not fully paid-up under (1) (b) above provided that no such distribution or payment shall be made unless recommended by the Directors and if so recommended such distribution and payment shall be accepted by such Members as aforesaid in full satisfaction of their interest in the said capitalised sum.
- (4) For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fix and may vest any such cash, shares, debentures, debenture-stock, bonds or other obligations in trustees upon such trusts for the persons entitled thereto as may seem expedient to the Directors and generally may make such arrangement for the acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as they may think fit.
- (5) When deemed requisite, a proper contract shall be filed in accordance with the Act and the Board may appoint any person to sign such contract on behalf of

the Members entitled, as aforesaid and such appointment shall be effective.

- (6) Subject to the provisions of the Act and these Articles in cases where some of the shares of the Company are fully paid and others are partly paid, only such capitalisation may be effected by the distribution of further shares with the whole or part of the unpaid liability thereon but so that as between the holders of the full-paid shares, and the partly paid shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied pro rata in proportion to the amount then already paid or credited as paid on the existing fully-paid and partly paid shares respectively.

ACCOUNTS

209. As to inspection of accounts & books by members

The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have the right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

210. Statement of Accounts to be furnished to General Meeting.

The Directors shall from time to time, in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheet, Profit and Loss Accounts and Reports as are required by the Act and within the periods therein mentioned.

FOREIGN REGISTER

211. Foreign Register

The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.

DOCUMENTS AND SERVICE OF NOTICES

212. Signing of documents & notices to be served or given

Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.

213. To whom the notices or documents must be served

Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore authorised on or to every member, every person entitled to a share in consequence of the death or insolvency of a member and the Auditor or Auditors for the time being of the Company.

Provided that when the notice of the meeting is given by advertising the same in newspaper circulating in the neighborhood of the office of the Company pursuant to sub-section 3 of Section 53 of the Act, the statement of material facts referred to in Section 173 need not be annexed to the notice, as is required by that Section, but is shall merely be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

214. (a) **Service of Documents on company**

A document may be served on the Company or an Officer thereof by sending it to the Company or Officer at the Registered Office or by leaving it at its Registered Office.

(b) **Notice valid**

Subject to provisions of the Act, any notice or document delivered or sent by post to or left at the Registered address of any member in pursuance of these presents shall notwithstanding such member be then deceased and whether or not the Company have notice of his decease be deemed to have been duly served in respect of any registered share whether held solely or jointly with other person by such Member until some other person be registered in his place as the holder or jointholders 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 shares.

215. **Service of Documents on Registrar of Companies**

A document may be served on the Registrar of Companies by sending it to him at his Office by post under a Certificate of Posting or by Registered Post or by delivering it to or leaving it for him in his office.

216. **Authentication of documents and proceedings**

Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.

RECONSTRUCTION

217. **Reconstruction procedure therefore**

On any sale of the undertaking of the company, the board or liquidator on a winding up may, if authorised by a special resolution, accept fully paid-up shares, debentures or securities of any other company, whether incorporated in India or not, either then existing or to be formed for the purpose in whole or in part of the property of the company, and the board (if the profits of the company permit) or the liquidator (in a winding up) may distribute such shares or securities or any other property of the company amongst the members without realisation or vest the same in trustees for them, and any special resolution may provide for the distribution or appropriation of cash, shares or other securities, benefit or property otherwise than in accordance with strict legal rights of the members of contributors of the company and for the valuation of such securities or property at such price and in such manner as the meeting may approve and all holders or shares be bound to accept, and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in case the company is proposed to be or is in the course of being wound up such statutory rights, if any under section 494 of the Act, as are incapable of being varied or excluded by these articles.

WINDING UP

218. **Distribution of Assets**

If the Company is to be wound up and the assets available for distribution among the Members as such are insufficient to repay the whole of the paid-up capital, such assets shall be distributed as nearly as may be, the losses shall be borne by the

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Members in proportion to the capital paid-up, or which ought to have been paid-up, at the commencement of the winding up, on the shares held by them respectively. And if in winding up, the assets available for distribution among the Members are more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up paid-up or which ought to have been paid upon the shares held by them respectively. But this article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

219. **Distribution in specie or kind**

- a) If the Company is to be wound up, whether voluntarily or otherwise, the liquidators may with the sanction of a Special Resolution, divide amongst the contributories, in specie or kind any part of the assets of the company and may, with the like sanction, vest any part of the assets of the Company in Trustees upon such trusts for the benefit of the contributors, or any of them, as the liquidators, shall think fit.
- b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on, any contributory who would be prejudiced thereby shall have a right to dissent and have ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 of the Act.
- c) In case any share to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares may within ten days after passing of the Special Resolution by notice in writing direct the liquidators to sell his portion and pay him the net proceeds and the liquidators shall if practicable act accordingly.

220. **Rights of Shareholders in case of sale**

A Special Resolution sanctioning a sale to any other Company duly passed pursuant to Section 494 of the Act may subject to the provisions of the Act in like manner as aforesaid determine that any shares or other consideration receivable by the liquidators be distributed amongst the members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the members subject to the rights of dissent and consequential rights conferred by the said section.

INDEMNITY

221.

- a) Save and except so far as the provisions of this Article shall be avoided by Section 201 of the Act, the Board of Directors, Managing Director, Managers, Secretary and other Officers or other employees for the time being of the Company, Auditor and other trustee, if any, for the time being acting in relation to any of the affairs of the Company, and every one of them and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company, from and against all actions, costs, charges, losses, damages, and expenses which they or any one of them or their executors or administrators shall or may incur or sustain by reason of any act done, occurred in or omitted in or about the execution of their

duty, or supposed duly, their respective offices or trusts, except such, if any, as they shall incur or sustain through or any their own willful neglect or default respectively.

b) Not responsible for acts of others

Subject as aforesaid every Director, Managing Director, Manager, Secretary or other officer or employee of the company shall be indemnified against any liability incurred by him in defending any proceeding whether civil or criminal or in connection with any application under Section 633 of the Act in which relief is given to him by the Court.

222. Not responsible for acts of others

Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.

SECRECY

223.

a) Secrecy

Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court or Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

b) Access to property informations

No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate 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 Company to disclose or to communicate.

We, the several persons, whose names, address and descriptions are subscribed, and given below being desirous of being formed into a Company in pursuance of these Articles of Association.

Name, address, description and Occupation of each Subscribers	Signature of Subscribers	Signature of witness and his name address, description and occupation
1.Mr.Shaukat Suleman Tharadra S/o Mr. Suleman Tharadra Business Avval Co-op Hsg. Society Ltd., 6 th Floor, 61, Morland Road, Mumbai 400 008.	Sd/-	Witness to Sl. No. 1 to 7 Sd/- Pankaj Bathiya (Advocate) S/o. Haridas Bathiya 2, Tardeo A.C. Market, 4 th Floor, Tardeo Road, Mumbai – 400 034.
2. Mrs. Shahida Shaukat Tharadra W/o Mr. Shaukat S. Tharadra Business Avval Co-op Hsg. Society Ltd., 6 th Floor, 61 Morland Road, Bombay 8.	Sd/-	
3.Mr. Azamkhan Fatehkhan Lohani S/o Mr. Fatehkhan Lohani Business Avval Co-op Hsg. Society Ltd., 2 nd Floor, 61 Morland Road, Mumbai 400 008.	Sd/-	
4.Mr. Abdulla Kalukhan Musla S/o Mr. Kalukhan Musla Business Avval Co-op Hsg. Society Ltd., 3 rd Floor, 61 Morland Road, Mumbai 400 008.	Sd/-	
5.Mr.Ismail A. Rahim Sulia S/o Mr. A. Rahim Sulia Business Avval Co-op Hsg. Society Ltd., 2 nd Floor, Flat no 3, 61 Morland Road, Mumbai 400 008.	Sd/-	
6.Mr. Rashid Ismail Tharadra S/o Mr. Ismail Tharadra Business Raj Apartment, Flat 6, Military Road, Marol, Andheri (E), Mumbai 400 059.	Sd/-	
7.Mr.Bashirkhan Rasoolkhan Chouhan S/o Mr. Rasoolkhan Chouhan Business Raj Apartment, Military Road, Marol, Andheri (E), Mumbai 400 059.	Sd/-	

PLACE: MUMBAI
DATED: 1st October 2001