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**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
SUNFLAG IRON AND STEEL COMPANY LIMITED**

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प्रासप० अर्ह० आर०

Form I. R.

निगमन का प्रमाण-पत्र

**CERTIFICATE OF INCORPORATION**

ता० ..... की सं० .....  
No. 34003 ..... of 1984.

मैं एतद् द्वारा प्रमाणित करता हूँ कि बाज्य .....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन नियमित की गई है और यह कम्पनी परिलिखित है।

I hereby certify that **SUNFLAG IRON AND STEEL COMPANY LIMITED**

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

मेरे हस्ताक्षर से बाज्य ता० ..... को दिया गया।  
Given under my hand at **BOMBAY** this **TWELFTH**  
day of **SEPTEMBER** ... One thousand nine hundred and **EIGHTY FOUR** ...

  
(**V. GOVINDAN**)  
कम्पनियों का रजिस्ट्रार  
Registrar of Companies



पंजीकरण सं-267 तिथि 82-83-भारतमुद्रक-(सी-280)-11-10-83-30,000.  
पंजीकरण सं-267 तिथि 82-83-भारतमुद्रक-(सी-280)-11-10-83-30,000.



No. 34003

कार्यार प्रारम्भ करने के लिए प्रमाण-पत्र  
Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149 (3) के अन्वय में  
Pursuant of Section 149 (3) of the Companies Act, 1956

मैं एतद्वारा प्रमाणित करता हूँ कि.....

श्री कम्पनी अधिनियम, 1956 के अधीन तारीख.....को नियमित की गई थी और जिसने आवश्यक रूप में तय किया गया है कि उक्त अधिनियम की धारा 149(1) (क) से लेकर (प) तक/149(2) (क) से लेकर (प) तक की धाराओं का अनुपालन किया गया है, कार्यार प्रारम्भ करने की हकदार है।

I hereby certify that the **SUNFLAG IRON AND STEEL COMPANY LIMITED**

which was incorporated under the Companies Act, 1956, on the.. TWELFTH .. day of..... SEPTEMBER ..... 1984, and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149(2)(a) to (c) of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख.....को मैं किया गया।

Given under my hand at..... BOMBAY .. this TWENTY SEVENTH day of..... OCTOBER ..... One thousand nine hundred and.. EIGHTY FOUR .

(O.P. JAIN)

ADLL. Registrar of Companies



76-77—भासमटेक—(सि-275)—29-7-76—7,000.  
9-19 Genl. Adm./78-7—GIPTC—(C-275)—9-7-76—7,000.

(1)

**THE COMPANIES ACT, 1956  
A COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION  
OF  
SUNFLAG IRON AND STEEL COMPANY LIMITED**

- I. The name of the Company is SUNFLAG IRON AND STEEL COMPANY LIMITED.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. 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 undertake and carry on business of manufacture of all kinds of sponge Iron and Steel, also casting, forgings, foundry, machinists, metallurgists, metal workers, boiler workers, mill rights and machinery smiths.
  - B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :**
    - (2) To carry on and otherwise engage in trade, business and / or manufacture, in India and elsewhere, either directly or by means of subsidiary companies, of Iron and Steel materials and goods of all descriptions, mechanical, electrical and general engineers and contractors, tool makers, brass founders, metal workers, forgers, iron and steel casters, boiler-makers, mill wrights, machinists, iron and steel converters, smiths, wood workers, builders, painters, metallurgists, gas and electrical manufactures and engineers, plate-makers, manufactures of fasteners, wiredrawers, pipes and tubes, galvanisers, japanners, annealers, enamellers and electro-platers and to buy, sell, import, export, manufacture, repair, convert, let or hire and deal in machinery, rolling-stock implements, tools utensils and materials and conveniences.
    - (3) To carry on in India and elsewhere the trades or businesses of ironmasters, steel makers, steel converters, manufacturers, miners, smelters, engineers, tin plate makers and iron founders in all their respective branches.
    - (4) To search for, get, work, raise, make merchantable, sell and deal in iron, coal, ironstone, limestone, manganese, ferro-manganese, magnesite, clay, fire-clay, brick earth, bricks and other metals, minerals and substances and to manufacture and sell briquettes and other fuel, and to undertake and carry on any business, transaction or operation commonly undertaken or carried on by explorers, prospectors or concessionaires and to search for, win, work, get, calcine, reduce, amalgamate, dress, refine and prepare for the market any quartz and ore and mineral substances, and to buy, sell, manufacture and deal in minerals and mineral products, plant and machinery and other things

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capable of being used in connection with mining or metallurgical operations or required by the workmen and others employed by the Company.

- (5) To borrow or raise moneys or loans for the purposes of the Company by promissory notes; bills of exchange, hundies and other negotiable or transferable instruments or by mortgage, charge, hypothecation or pledge or by issue of debentures or stocks perpetual or otherwise including debentures or debenture stock converted into shares of this Company, charged upon all or any of the Company's property and assets, both present and future, movable and immovable, including its uncalled capital, upon such terms as the Directors may deem expedient, or to take money on deposit or otherwise (merely) for the purpose of financing the business of the Company subject to the restrictions and rules in force at that time and to lend money to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation of and the payment of money and interest on any stock, shares or securities of any Company or persons in any case in which such guarantee may be considered likely, directly or indirectly, to further the objects of the Company or the interest of its shareholders and generally to give guarantee and indemnities and to execute all deeds, writings and assurances for any of the aforesaid purposes, subject to the provisions of Section 58A of the Companies Act, 1956 and directives of Reserve Bank of India.
- (6) To take part in the management, supervision or control of in connection with the Company's business and to employ experts to investigate and examine into the condition of the prospects, value, character and circumstances.
- (7) To constitute any trust with a view to the issue of preferred or any other stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purpose of any such trusts and to settle and regulate and if thought fit to undertake and execute any such trusts and to issue, dispose of, hold any such preferred, deferred or other special stocks or securities.
- (8) To transfer or carry on agency business, and in particular, in relation to the investment of money, the sale of property and the collection and receipts of money as may be required for the purpose of the Company's business.
- (9) To carry on the business as dealers, brokers, agents and building contractors and of development of land, building, properties, estates, and to buy, sell, lease, let out or become tenant of land, buildings, estates or any movable or immovable property or any right, title or interest therein for the purpose of the Company's business.
- (10) To acquire and take over any business or undertaking carried on in connection with any land or building which the Company may

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desire to acquire or become interested in and the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose or remove or put an end thereto or otherwise deal with the same as may deem expedient.

- (11) To develop any land acquired by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, letting on building lease and by consolidating, connecting or subdividing properties by leasing and disposing of the same and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others and also by promoting immigration, establishing towns, villages and settlements as may be required in connection with the Company's business.
- (12) To acquire from time to time and to manufacture and deal in all such stock-in-trade, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company which this Company is authorised to carry on.
- (13) To acquire, take over and undertake the whole or any part of the business, property assets, goodwill and liabilities of any business which this Company is authorised to carry on or purchase of property suitable for the purpose of the Company's business.
- (14) To advance and lend money, open cash credits with or allow overdrafts to any person, association, firm or company with or without security or wholly or partly secured on any terms in any manner and upon any kind of property, movable or immovable, existing or future, any security, policies, shares, bonds, debentures, debenture stock, letters of credit, promissory notes, bills of exchange and other negotiable instruments, goods, wares, merchandise, bills of lading and other mercantile Indicia or tokens or to deposit money with or without security, with other companies or with any person, association, individuals or firms upon such terms as may be thought proper and from time to time to carry such transactions in such manner as the Company may think fit provided that the Company shall not do banking business as provided in the Banking Regulation Act, 1949.
- (15) To open account, current or fixed or other accounts with any bank, shroff or merchant and to pay into and to withdraw moneys from such accounts.
- (16) To invest surplus funds of the Company from time to time in such manner and in such assets, properties, securities, estates, land, building, shares, bullion or investments or otherwise as may from time to time be determined by the Directors and from time to time to sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

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- (17) At the time of issue of shares, debentures or any other securities of the Company to employ brokers, commission agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or by issue of shares, debentures or other securities of the Company by the granting of options to take the same or in any other manner allowed by law.
- (18) To enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint-venture, reciprocal concession or otherwise with any person or company carrying on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (19) To act in conjunction with, unite or amalgamate with, create or constitute or assist on creating or constituting any other Company or association of a kind similar, wholly or partially to this Company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to buy up or absorb all or any part of the business of any such company or association and to acquire and secure membership, seat privilege in and of any association, exchange market or institution in India or any part of the world.
- (20) To enter into any arrangements with the Government of India or with any State Governments or with any corporation, authorities or body, supreme, municipal, local or otherwise or with any person or with the Government of any foreign State or with any foreign corporation, authority, body or person that may seem conducive to the Company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire or to join in applying for and obtaining and purchasing or otherwise acquiring from any such Government, State, corporation, authority, body or person any rights, powers, privileges, licences, decrees, orders, sanctions, grants and concession, whatsoever (whether statutory or otherwise) that may seem conducive to the Company's objects or any of them or which the Company thinks it desirable to obtain and acquire and to carry out, exercise and comply with any such arrangements, rights, powers, privileges, licences, decrees, orders, sanctions, grants and concessions, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (21) To receive money on deposit merely for the purpose of financing the business of the Company with or without allowances, interest thereon but the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949, subject to the provisions of Section 58A of the Companies Act, 1956 and directives of Reserve Bank of India.
- (22) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or

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which the Company shall construe to be preliminary, including therein the costs of advertising, commission for underwriting, brokerage, printing and stationery and the expenses attendant upon the formation of agencies and local boards.

- (23) To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public institutions, objects or purpose or for any exhibition.
- (24) To sell, dispose of or transfer the business property and undertaking of the Company or any part thereof for any consideration which the company may deem fit to accept and in particular for shares, debentures, debenture stock, bonds or securities of any other company having objects altogether or in part similar to those of this Company, to promote any other company or companies for the purpose which may seem calculated to benefit this Company.
- (25) To create any reserve fund, sinking fund, insurance fund, dividend equalisation 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 interest of the Company.
- (26) To create any reserve fund, sinking fund, insurance fund among the members or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares.
- (27) To distribute any of the property and assets of the Company amongst the members in specie or kind in the event of winding up of the Company subject to the provisions of the Companies Act, 1956.
- (28) To adopt such means of making known the activities and products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of work of art or interest, by publication of books, pamphlets and periodicals and by granting prizes, rewards and donations.
- (29) To remunerate (by cash or other assets or by the allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture stock or securities of this or any other company or in any other manner) any person or persons for services rendered or to be rendered in introducing any property or business to the Company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock or other securities of the Company, or for any other reason which the Company may think proper.
- (30) To accept stock or shares in or the debentures mortgage, debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company.



(6)

- (31) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, but not to do banking business as defined in the Banking Regulations Act, 1949.
- (32) To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the people in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through any independent agency or in any other manner, without prejudice to the generality of the foregoing. "Programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the people in any rural area likely to promote and assist, rural development and that the words "rural area" shall include such areas as may be regarded as rural area under Section 35CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institution or trust(s) or fund(s) or organisation(s) or person(s).
- (33) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social, economic or moral uplift of the people or any section of the people and undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value and divest the ownership of any property of the Company to or in favour of any public or local body or authority or Central or State Government or any public institution(s) or trust(s) or fund(s) or organisation(s) or person(s).
- (34) To give donations and to advance and lend money to any person, institution, organisation, fund etc. on such terms and conditions and with or without interest or at a concessional rate of interest as may seem expedient for the fulfillment of the objects contained in the above sub clauses (32) and (33).

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- (35) To subscribe or contribute to any charitable, benevolent or useful object of a public character the support of which will in the opinion of the Directors tend to increase the repute or popularity of the Company among its employees or the public.
- (36) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of agriculture and to promote agricultural development programme for the supply of goods, services, facilities and activities incidental to such agricultural development and words "agricultural development" shall include all such activities and also making use of in the manufacture or processing as raw material any product of agriculture, animal husbandry or dairy or poultry farming and such other activities as may be regarded as agricultural development activities.
- (37) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of exports and to develop export promotion programme for the supply of goods, services, facilities and activities incidental to such exports and the words "export market development" shall include all such activities as may be regarded as "export market development activities".
- (38) To undertake, carry out, promote and sponsor or assist any activity for the promotion of socio-economic programmes and to develop such programmes for the supply of goods, services, facilities and activities incidental to such promotion and the words "socio-economic programmes" shall include all such activities or setting up and developing of village and cottage industries, supporting traditional crops, growing fruit trees, vegetable gardens and tea gardens supplying recycled waste water for multiple cropping, setting up of village schools, colleges, rural mobile dispensaries, rural mobile post offices and women's welfare societies and also to include the provision of factory creches for employees' children and provision of education in creches.
- (39) To establish and support or aid in the establishment and support of associations, institutions and conveniences calculated to benefit any of the employees or ex-employees, Directors or ex-Directors of the Company, or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful objects.
- (40) To do the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either along or in conjunction with others.
- (41) To carry on the business of manufacturers, dealers, importers and exporters of packaging materials, raw materials, plant and machineries, tools, dyes, moulds and others goods as may be required in connection with the Company's business.

(8)

- (i) To carry on the business of generation, accumulation, transmission, distribution, captive consumption, supply, employment and sale, transfer of electricity or any other type of power based on hydro thermal, wind, gas, oil, waste heat and / or any other fuel base and technology, manufacture, produce, acquire, generate, transform, convert, transmit, process, develop, store, carry, import export, accumulate, distribute and supply electricity and any products or by products, delivered from any such business (including without limitation steam) and any products derived from or connected with any other form of energy, including heat, solar, wind, hydro, wave tidal, geothermal and biological and to light cities, towns, streets, docks, markets, industries, theaters, buildings and places both public and private.
- (ii) To set up power plants, construct, lay down, establish, fix and carry out all necessary power generation / transmission / distribution stations / sub stations, cables, wires, lines, accumulators, towers, transformers, lamps, including all civil and allied works, transportation.
- (iii) To carry on the business of electricians, electrical and mechanical engineers, and manufactures of and dealers in equipments / apparatus and things required for or capable of being used in connection with the installation, operation and maintenance, generation, distribution, supply, accumulation and employment of electricity, galvanism, magnetism or otherwise and to provide consultancy services related to the electricity power generation, installation, operations and maintenance etc. with or without technical and / or financial collaboration with an Indian or foreign person, firm, company, Government etc. in India or abroad.

**C. OTHER OBJECTS :**

- (42) To undertake and execute any contracts for works involving the supply, application or use of any machinery, implements, chemicals, chemical products or processes and to carry out any ancillary or other works comprised in such contracts.
- (43) To work mines or quarries and to find, win, get, work, crush, smelt, manufacture or otherwise deal with limestone, chalk, clay, ores, metals, minerals, oils, precious and other stones or deposits or products and generally to carry on the business or mining of all branches.
- (44) To plant, grow and produce cotton, coffee, tea, coconuts, sugar, tobacco, India rubber, gutta-percha, balata and other gums and all other plants, trees, crops and natural products of any kind or otherwise cultivate any land of the Company.
- (45) To treat, cure, submit to any process or manufacture and prepare for market (whether on account of the Company or others) sugar, cotton, coffee, tea, coconuts, tobacco, India rubber, gutta-percha, balata and other gums and any other produce or products, articles or things whatsoever, to buy, sell, warehouse, transport by land or

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water, trade and deal in sugar, cotton, coffee, tea and other produce or products as aforesaid and seeds and rice and other food and requisite for labourers and others employed on estates and any other goods, produce, wares, merchandise, articles and things of any kind whatsoever.

- (46) To carry on business as breeders of and dealers in livestock (including in that term horses, asses, donkeys, mules, cattle, sheep, goats and other animals), cattle rearers, sheep farmers, graziers, livestock agents, meat and produce salesmen, importers and exporters of livestock and to carry on the trade of business of fellmongering, tanning and dealers in hides, fat, tallow, grease, offal and other animal products.
- (47) To carry on the business of manufacturers, exporters, importers and dealers in ceramic glazed tiles, building tiles, drainage pipes, bricks, roofing, flooring and all other tiles, pipes, pottery holloware, earthenware, china and terracotta and ceramicware of all kinds procelainware, stoneware, glassware, sanitaryware, fire bricks, refractory materials of all types, electric insulators and such other articles and goods.
- (48) To carry on business as planter, farmers, timber merchants, saw mill proprietors and timber growers and to buy, sell and deal in timber and wood of all kinds, manufacture and deal in articles of all kinds in the manufacture of which, timber or wood is used and to buy, clear, plant, work timber estates.
- (49) To carry on all or any of the businesses of ginning, pressing packing or cleaning cotton, wool, hemp, jute or other substances by steam hydraulic hand or other machinery or spinning, weaving or otherwise manufacturing cotton, wool and other fabrics.
- (50) To carry on all or any of the businesses of seed crushers and manufacturers of linseed, cotton and other cakes, oil extractors, by crushing, chemical or any other processes, cake and oil manufacturers, oil refiners, soap boilers, makers and manufacturers of cattle food and feeding and fattening preparations of every description, meal manufacturers, grain and seed merchants, flax and cotton merchants, oil merchants, corn merchants, millers, flour merchants, bakers, biscuit makers, hay, straw and fodder merchants, nurserymen, varnish makers, candle makers and saccharin manufacturers.
- (51) To carry on the business of a water-work company in all its branches and to sink wells and shafts and to make, build and construct, lay down and maintain reservoirs, water-works, irrigation works, cisterns, culverts, filter beds, mains and other pipes and appliances and to execute and do all other acts and things necessary or convenient for obtaining, storing, selling, delivering, distributing and dealing in water.
- (52) To carry on businesses as manufacturers and merchants of sizing materials, dyes, colours, industrial and other preparations, articles and compounds.

- (53) To carry on business as manufacturers of chemicals and manures, chemical engineers, distillers, gas makers, ship owners and charters and carriers by land and sea, wharfingers, warehousemen and barge owners and so far as may be deemed expedient to carry on the business of general merchants.
- (54) To carry on the business of manufacturers of and dealers in all kinds and classes of paper including manufacturers and dealers of transfer printing paper, board and pulp including writing paper, printing paper, absorbent paper, newsprint paper, wrapping paper, tissue paper, cover paper, blotting paper, filter paper, antique paper, ivory finish paper, coated paper, art paper, bank or bond paper, badami, brown, or buff paper, bible paper, cartridge paper, cloth lined paper, azure-laid and woven paper, creamlaid and woven paper, grease-proof paper, gummed paper, handmade paper, parchment paper, drawing paper, kraft paper, manila paper, envelope paper, tracing paper, vellum paper, waterproof paper, carbon paper, sensitised paper, chemically treated paper, litmus paper, photographic paper, glass paper, emery paper, paste board, cardboard, straw board, pulpboard, leather board, mill board, corrugated board, duplex and triple boards, hard board, plywood board, post-cards, visiting cards etc. soda pulp, mechanical pulp, sulphite pulp, semi-chemical pulp etc. and all kinds of articles in the manufacture of which in any form paper, board or pulp is used and also to deal in or manufacture any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

And it is hereby declared that the word "Company" (save when used in reference to this Company) in the above clauses be deemed to include any partnership or other body or persons, whether incorporated or not incorporated and wherever domiciled. The objects for which the Company is formed will extend to the whole of India and to all places outside India. Objects ancillary or incidental to the attainment of main objects of the Company shall be incidental to the attainment of the other objects of the Company also.

- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is ₹ 205,00,00,000 (₹ Two Hundred Five Crore) divided into 20,50,00,000 (Twenty Crore Fifty Lacs) Equity Shares of ₹ 10 (₹ Ten) each with the rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being.

The Company has power from time to time to increase or reduce its share capital and to divide the shares in the original or increased or reduced capital or the time being into several classes and to divide and to attach thereto respectively such preferential rights and privileges and conditions, as may be determined by or in accordance with regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 1956 as well as the Companies Act, 2013 (to the extent applicable) and/or provided in the Articles of Association of the Company and to consolidate and/or sub-divide these shares and to issue shares of higher or lower denomination.

Sr. No.	Name, Address, Description and Occupation of Subscribers	Number of shares taken by each Subscriber	Signature of Subscriber	Name, Address, Description and Occupation of Witness
1.	<b>Sd/- C. M. Shah</b> Chhaganlal Motilal Shah S/o. Motilal Shah 10, Kailash Niketan L.D. Ruparel Marg, (Ridge Road) Malabar Hill, Bombay - 400 006 Business Consultant	10 (Ten)	Sd/- C.M Shah	<b>Sd/- A. Rubens</b> <b>ASHER GEORGE RUBENS</b> S/o George Rubens Managing Clerk of M/s. Kanga & Company Advocates & Solicitors Ready Money Mansion, 43, Veer Nariman Road, <b>Bombay - 400 023 (Service)</b>
2.	<b>Sd/- M. L. Bhakta</b> Mansingh Laxmidas Bhakta S/o. Laxmidas M. Bhakta 4, Sagar Villa 38, Bhulabhai Desai Road Bombay - 400 026 Advocate & Solicitor	10 (Ten)	Sd/- M.L. Bhakta	
3.	<b>Sd/- A. M. Desai</b> Atul Manubhai Desai S/o. Manubhai Desai C-16, Parvati Mansion Lamington Road Bombay - 400 007 Advocate & Solicitor	10 (Ten)	Sd/- A.M. Desai	
4.	<b>Sd/- K. M. Vassonji</b> Kishore Madhavsinn Vassonji S/o Madhavsinn Vassonji Cube Castle Parade Bombay - 400 005 Advocate & Solicitor	10 (Ten)	Sd/- K.M. Vassonji	
5.	<b>Sd/- B. D. Damodar</b> Bharat Damodar Damodar S/o. Damodar Devji Damodar 22, Walkeshwar Road Bombay - 400 006 Advocate & Solicitor	10 (Ten)	Sd/- B.D. Damodar	
6.	<b>Sd/- S. C. Maheshwari</b> Subhash Chandra Maheshwari S/o Krishna Swaroop Maheshwari A-81, New Friends Colony New Delhi - 110 025 Business Executive	10 (Ten)	Sd/- S.C. Maheshwari	
7.	<b>Sd/- Sandeep H Junnarkar</b> Sandeep Hemendra Junnarkar S/o Hemendra S. Junnarkar 73, Mamta 'A', Dr. A. Marathi Marg Prabhadevi, Bombay - 400 025 Advocate & Solicitor	10 (Ten)	Sd/- S.H. Junnarkar	
		Total 70 (Seventy)		

Bombay, Dated this 7<sup>th</sup> day of August, 1984

(1)

**THE COMPANIES ACT, 2013**  
**A COMPANY LIMITED BY SHARES**  
**(Company Incorporated Under the Companies Act, 1956)**

**ARTICLES OF ASSOCIATION**  
**OF**  
**SUNFLAG IRON AND STEEL COMPANY LIMITED**

Table "F" not to apply but Company to be governed by these Articles

1. No regulations contained in table "F" in the First Schedule to the Companies Act, 2013 shall apply to this Company, but the regulations for the management of the Company and for the observance of the members thereof and their representatives, shall subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of, or addition to its regulations by Special Resolution, as prescribed by the Companies Act, 2013 be such as are contained in these Articles.

**INTERPRETATION**

Interpretation Clause

2. In the interpretation of these articles, unless the context otherwise requires, words or expressions contained in these regulations / articles shall bear the same meaning as in the Companies, Act 2013 or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

Act or the Act

"Act" or "the Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.

Articles or These Articles

"Articles" or "These Articles" mean Articles of Association for the time being or as altered from time to time by Special Resolution.

Auditors

"Auditors" mean and includes those persons appointed as such for the time being of the Company.

Beneficial Owner

"Beneficial Owner" shall mean the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

Board or Board of Directors

"Board" or "Board of Directors" in relation to a Company, means the collective body of the Directors of the Company.

Capital

"Capital" means the share capital for the time being raised or authorised to be raised for the purpose of the Company.

Chairman

"The Chairman" means the Chairman of the Board of Directors for the time being of the Company.

Charge

"Charge" means an interest or lien created on the property or assets of a Company or any of its undertakings or both as security and includes a mortgage.

Company or this Company

"Company" or "This Company" means SUNFLAG IRON AND STEEL COMPANY LIMITED.

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Company Secretary or Secretary	“Company Secretary” or “Secretary” means a Company Secretary as defined in sub-section 24 of Section 2 of the Act.
Debenture	“Debenture” includes Debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not.
Depository	“Depository” shall mean Depository as defined under Clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996.
Depositories Act	“Depositories Act” means the Depositories Act, 1996 and shall include any statutory modifications or re-enactment thereof for the time being in force.
Director	“Director” means a Director appointed to the Board of a Company.
Dividend	“Dividend” includes any interim dividend.
Executor or Administrator	“Executor” or “Administrator” means a person who has obtained probate or letter of administration, as the case may be, from a Court of competent jurisdiction and shall include holder of a Succession Certificate authorising the holder thereof to negotiate or transfer the share or shares of the deceased member and shall also include the holder of a Certificate granted by the Administrator General Under the Administrator Generals Act, 1963.
Financial Year	“Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.
Gender	Words importing the masculine gender shall include the feminine gender.
In writing and written	“In Writing” and “Written” include printing, lithography and other modes of representing or reproducing words in a visible form.
Legal Representative	“Legal Representative” means a person who in law represents the estate of a deceased Member.
Marginal Notes	The marginal notes hereto shall not affect the construction thereof.
Member	“Member” in relation to a Company shall mean the Member as defined under sub-section 55 of Section 2 of the Act.
Meeting or General Meeting	“Meeting” or “General Meeting” means an a meeting of the members duly called and constituted and any adjourned holding thereof.
Annual General Meeting	“Annual General Meeting” means a general meeting of the members held in accordance with the provisions of the Section 96 of the Act.
Extra-ordinary General Meeting	“Extra-ordinary General Meeting” means an Extra-ordinary General Meeting of the members duly called and constituted and any adjourned holding thereof.
Month	“Month” means a calendar month.



### (3)

Office	“Office” means the registered office for the time being of the Company.
Ordinary Resolution	“Ordinary Resolution” shall have the meaning assigned to it by Section 114 of the Act.
Paid-up share capital	“Paid-up Share Capital” shall have the meaning assigned to it by sub-section 64 of Section 2 of the Act.
Persons	“Persons” include corporations.
Proxy	“Proxy” means an instrument whereby any person is authorised to attend a meeting and vote including e-voting for a member at the general meeting, Extra-ordinary General Meeting, Annual General Meeting or on a poll.
Register of Members or The Register of Members	“Register of Members” or “The Register of Members” means the register of members to be kept pursuant to Section 88 of the Act.
Registrar or The Registrar	“Registrar” or “The Registrar” means the Office of the Registrar of Companies, Maharashtra at Mumbai.
Regulations or The Company's Regulations	“Regulations” or “The Company's Regulations” means the regulations for the time being for the management of the Company.
Seal	“Seal” means the Common Seal for the time being of the Company.
Share	“Share” means a share in the share capital of the Company and includes stock.
Special Resolution	“Special Resolution” shall have the meaning assigned thereto by Section 114 of the Act.
Statutes or The Statutes	“Statutes” or “The Statutes” means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.
Year	“Year” means the Calender Year.
Singular Number	Words importing the singular number include where the context admits or requires the plural number and <i>vice versa</i> .
Expressions in the Act to bear the same meaning in Articles	Save as aforesaid any words and expressions contained in these articles shall bear the same meaning as in the Act or any statutory modifications thereof for the time being in force.

### CAPITAL

Capital	3. The Authorised Share Capital of the Company is ₹ 205,00,00,000 (₹ Two Hundred Five Crores) divided into 20,50,00,000 (Twenty Crores Fifty Lacs) Equity Shares of ₹ 10 (₹ Ten) each with the rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being.
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The Company has power from time to time to increase or reduce its share capital and to divide the shares in the original or

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increased or reduced capital or the time being into several classes and to divide and to attach thereto respectively such preferential rights and privileges and conditions, as may be determined by or in accordance with regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 and/or provided in the Articles of Association of the Company and to consolidate and/or sub-divide these shares and to issue shares of higher or lower denomination.

Increase of Capital by the Company and how carried into effect

4. The Company in general meeting may, by ordinary resolution from time to time 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. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting in general meeting of the Company in conformity with Sections 47 and 48 of the Act.

Whenever the capital of the Company has been altered, the Company shall comply with the provisions of Section 61 to 64 of the Act.

New Capital same as existing capital

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

Redeemable Preference Shares

6. Subject to the provisions of Section 55 of the Act of the Company shall have the power to issue preference shares which are or at the option of the Company are to be liable to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.

Reduction of capital

7. The Company may pursuant to the provisions of Section 66 and other applicable provisions, if any, of the Act from time to time by special resolution reduce (a) its share capital (b) any capital redemption reserve account or (c) any securities premium account in any manner for the time being, authorised by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have if it were omitted.

Consolidation division sub-division and cancellation of shares

8. Subject to the provisions of Section 61 of the Act, the Company in general meeting may from time to time by an ordinary resolution alter the conditions of its Memorandum as follows :
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

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PROVIDED THAT no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;

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

The cancellation of shares as aforesaid shall not be deemed to be a reduction of share capital.

Whenever the Company shall do any one or more of the things provided for in the foregoing sub-clauses (a), (b), (c) and (d) the Company shall, within prescribed time period thereafter give notice thereof to the Registrar as required by Section 64 of the Act, specifying, as the case may be, the share consolidated, divided, subdivided or canceled.

Modification of rights

9. Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act, be modified, commuted, affected, abrogated, dealt with or varied with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions hereafter contained as to general meeting shall, *mutatis mutandis*, apply to every such meeting. This article is not to derogate from any power the Company would have if this article were omitted.

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

**SHARES AND CERTIFICATES**

Restriction on allotment and return of allotment

10. The Board of Directors shall observe the restriction as to allotment of shares contained in the Act, and shall cause to be made the returns as to allotment provided for in Section 39 of the Act.

Further issue of shares

11. (1) Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares whether out of unissued share capital or out of increased share capital, 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 nearly as circumstances admit, to the capital paid upon those shares at that date.

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

(c) the offer aforesaid shall be deemed to include a right exercisable by the persons 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 the 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 declined to accept the shares offered, the Board of Directors may dispose-off in such manner as they think most beneficial to the Company.

(2) Notwithstanding anything contained in sub-clause(1) hereof, the further issue of shares as aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause 11(1)(a) hereof) in any manner whatsoever;

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

(b) where no such special resolution is passed, if the votes cast (whether on a show of hands or on a poll, as the case may be) in favour of the proposal

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

PROVIDED THAT the Company shall not issue any shares to any to any person unless the Company has offered to Daido Steel Co. Ltd., Japan, the rights to acquire its pro rata shares of such issuance, to maintain its aggregate shareholding in the Company of 10% of the paid up share capital of the Company, on the same terms and conditions as are offered to the proposed recipient.

For avoidance of doubt, the rights under this Article 11(2) may only be enjoyed by Daido Steel Co. Ltd., Japan as long as Daido Steel Co. Ltd., Japan, holds 10% of the paid up equity capital of the Company and shall not be capable of being transferred to any third party.

- (3) Nothing in this article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company :
- (i) To convert such debentures or loans into shares in the Company; or
  - (ii) To subscribe for shares in the Company (whether such option is conferred in these Articles or otherwise)

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

- (a) Either has been approved by the Central Government before the issue of the debentures or the raising of the loans, or is in conformity with the rules, if any, made by that Government in this behalf; and
- (b) In the case of debentures or loans other than debentures issued to, or loans obtained from Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in general meeting before the issue of the debentures or the raising of the loans.

Shares Under  
control of  
Directors

12. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Directors who may allot or otherwise dispose-off the same to such person on such terms and

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conditions and at such times, as they think fit and with full power subject to the sanction of the Company in general meeting to give any person the option to call for or be allotted shares of any class of the Company either at a premium or at par or at a discount subject to the provisions of Sections 52 and 53 of the Act and for such time and for such consideration as the Directors think fit.

Application of premium received on shares

13. (1) Where the Company issues shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on these shares shall be transferred to an account, to be called "THE SECURITIES PREMIUM ACCOUNT" and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in this article, apply as if the securities premium account were paid up share capital of the Company.
- (2) The securities premium account may, notwithstanding anything in clause (1) hereof be applied by the Company:
- (a) towards the issue of unissued shares of the Company, to the members of the Company, as fully paid bonus shares;
  - (b) in writing off the preliminary expenses of the Company;
  - (c) in writing off the expenses of or the commission paid or discount allowed, on any issue of shares or debentures of the Company;
  - (d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company;
  - (e) for the purchase of its own shares or securities under Section 68 of the Act.

Power also to Company in general meeting to issue shares

14. In addition to and without derogating from the powers for that purpose conferred on the Board under Articles 12 and 13, the Company in General Meeting may subject to the provisions of Section 62 of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) be offered to such persons (whether members or not) in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of Sections 52 and 53 of the Act) as such general meeting shall determine and with full power to give any person (whether a member or not) the option to call for or be allotted shares of any class of the Company either at a premium or at par or at a discount (subject to compliance with the provisions of Sections 52 and 53 of the Act) such option being exercisable at such time and for such consideration as may be directed by such general meeting or the Company in general meeting may make any other provisions whatsoever for the issue, allotment or disposal of any such shares.

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Issue of sweat equity shares

15. The Company may issue sweat equity shares or shares at a discount of a class already issued pursuant to the provisions of Section 54 of the Act, if the following conditions are fulfilled, namely :
- (a) the issue is authorised by a special resolution passed by the Company;
  - (b) the resolution specifies the number of shares, the current market price, consideration, if any, and the class or classes of Directors or employees to whom such equity shares are to be issued;
  - (c) not less than one year has, at the date of such issue, elapsed since the date on which the Company had commenced business; and
  - (d) where the equity shares of the Company are listed on a recognised stock exchange, the sweat equity shares are issued in accordance with the regulations made by the Securities and Exchange Board of India in this behalf and if they are not so listed, the sweat equity shares are issued in accordance with such rules as may be prescribed.

The rights, limitations, restrictions and provisions as are for the time being applicable to equity shares shall be applicable to the sweat equity shares issued under this section and the holders of such shares shall rank *pari passu* with other equity shareholders.

Installments on shares to be duly paid

16. If by the conditions of any allotment of any shares the whole or any part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the shares or his legal representatives, and shall for the purposes of these Article be deemed to be payable on the date fixed for payment and in the case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like and all the other relevant provisions of the Articles shall apply as if such installments were a call duly made and notified as hereby provided.

The Board may issue shares as fully paid-up

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

Acceptance of shares

18. Any 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 therefore placed on the register shall for the purpose of these articles; be a member.

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Deposit and  
Call etc. to  
be a debt  
payable

19. The money, if any, which the Board of Directors shall, on the allotment of any shares being made by them, requires or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the inscription of the name of the allottee in the register of members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him accordingly.

Liability of  
Members

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

Share  
Certificate

21. (a) Every member or allottee of shares shall be entitled without payment to receive one certificate for all the shares and shall specify the name of the person in whose favour it is issued, the share certificate number and the distinctive number(s) of the shares to which it relates and the 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 letters of acceptance or of renunciation or in cases of issue of bonus shares PROVIDED THAT if the letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating the evidence. If any member shall require additional certificates he shall pay for each additional certificates (not being in the marketable lot) such sum as the Company shall determine but not exceeding fifty rupees per certificate. The certificates of title too shall be issued under the Seal of the Company and shall be signed in conformity with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification or re enactment thereof for the time being in force. Printing of blank forms to be used for issue of share certificates and maintenance of books and documents relating to issue of Share Certificate shall be in accordance with the provisions of the aforesaid rules. Such certificates of title to shares shall be delivered, in accordance with the provisions of Section 56 of the Act, within two months after the allotment of any of its shares and within one month after the application for registration of the transfer of any such shares.

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



Renewal of  
Shares Certificate

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

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

PROVIDED FURTHER THAT the Company may charge such fee as the Company thinks fit, not exceeding fifty rupees per certificate issued on splitting or consolidation of share certificate(s).

New Certificates  
to be granted on  
delivery of the  
old certificates

23. (i) New Certificate shall not be granted under the provisions of the foregoing article except upon delivery of the worn out or defaced or used up certificate for the purpose of cancellation and upon proof of destruction or loss and upon such terms, if any, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating evidence as the Board of Directors may think fit, in the case of any certificate having been destroyed, lost or defaced beyond identification.
- (ii) The Board of Directors shall have the power to refuse any request from a shareholder for splitting of a share certificate already issued in marketable lot of shares into share certificates of less than marketable lots.
- (iii) The Board may refuse any application for sub-division / split / consolidation of a number of shares or of certificate(s) for shares of the Company into denomination other than those fixed for market lots of trading at Stock Exchange(s) except where sub-division / split / consolidation is required to be made for compliance with any law or decree of Court or listing requirements of a Stock Exchange where the Company shares are or may be listed, provided nevertheless that the board may at its discretion and in exceptional circumstances and for avoiding any hardship or for any just and sufficient cause (on each of which the Board's decision shall be final and conclusive) accept any application for sub-division / split / consolidation of a number of shares or certificate(s) into denomination other than those fixed for market lots of trading at the Stock Exchange(s).

The first named  
of joint holders  
deemed sole  
holder

24. If any share stands in the name of two or more persons, the person first named in the Register shall, as regards receipt of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meeting and the transfer of the shares, be deemed the sole holder thereof but the joint holders of a share shall severally as well as jointly be liable for the payment of all installments and calls due in respect of such share and for all incidents thereof according to the Company's regulations.

Funds of Company not to be applied in purchase of shares of the Company

25. None of the funds of the Company shall, as provided by Section 67 of the Act be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanction in pursuance of sections 52, 55 and 56 of the Act and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provisions of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person or for any share of the Company in its holding Company.

#### UNDERWRITING AND BROKERAGE

Commission may be paid

26. Subject to the provisions of Section 40 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 in or debentures of the Company, but so that the commission shall not exceed five percent of the price at which the shares and debentures are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or debentures as the case may be or partly in one way and partly in the other.

Brokerage

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

#### DEBENTURES

Debentures with voting rights not to be issued

28. (a) The Company shall not issue any debentures carrying voting rights at any meeting of the Company whether generally or in respect of particular classes of business. Debentures stock, bonds or other securities with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.
- (b) Certain charges (which expression includes mortgages mentioned in Section 77 of the Act) shall be void against the Liquidator or creditors unless registered as provided in Section 77 of the Act.
- (c) A contract with the Company to take up and pay any debentures of the Company may be enforced by a decree for specific performance.
- (d) Unless the conditions of issue thereof otherwise provide, the Company shall (subject to the provisions of Sections 56 of the Act) within six months after the allotment of its debentures or debenture stock, and within one month after the application for the registration of the transfer of any such debentures or debenture-stock have complete and ready for delivery the Certificate of all debenture-stock allotted or transferred.
- (e) The Company shall comply with the provisions of Section 71 of the Act as regards supply of copies of Debenture Trust Deed and inspection thereof.
- (f) The Company shall comply with the provisions of Sections 77 to 87 (inclusive) of the Act as regards registration of charges.

**CALLS**

- |  |   |
|--|---|
| Directors may make calls   | 29. Subject to the provision of Section 49 of the Act, the Board of Directors may from time to time by a resolution passed at a meeting of a Board (and not be a circular resolution) make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares whether on account of the nominal value of the shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A Call may be postponed or revoked as the Board may determine. The option or right to call on shares shall not be given to any person except with the sanction of the Company in the general meeting. |
| Notice of calls  | 30. Each member shall, subject to receiving at least fourteen days notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.<br><br>31. A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board of Directors and may be made payable by the members on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.   |
| Directors may extend time  | 32. The Board of Directors may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time to all or any of the members, the Board of Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension as of right except as a matter of grace and favour.  |
| Amount payable at fixed time or by installments to be treated as calls | 33. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.   |
| When interest on call or installment payable                           | 34. If the sum payable in respect of any call or installment be not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at such rate not exceeding eighteen percent per annum as Directors shall fix from the day appointed for the payment thereof in the time of actual payment but the Directors may waive payment of such interest wholly or in part.   |
| Evidence in actions by Company against shareholders                    | 35. On the trial or hearing of any action or suit brought by the Company against any member or his legal representatives for the recovery of any moneys claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member  |

in respect of whose shares the money is sought to be recovered and entered in the register of members as the holder or as one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares in respect of which the money is sought to be recovered that the resolution making the call is duly recorded in the minute book, and the notice of such call was duly given to the member or his legal representatives sued in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted or any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Payment in anticipation of calls may carry interest

36. The Board of Directors may, if it thinks fit, agree to and receive from any member willing to advance the same, all or any part of the amount due upon the shares held by him beyond the sums actually called for and upon the money so paid up in advance or such sum 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 its shares on account of which such advances are made, the Board of Directors may pay or allow interest, at such rate not exceeding, unless the Company in general meeting shall otherwise direct, fifteen per cent per annum as the member paying the sum in advance and the Board of Directors agree upon. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to such members three months notice in writing. The money so paid in advance of the amount of calls shall not confer a right to participate in profit or dividend.

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

#### LIEN

Company to have lien on shares

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

PROVIDED THAT the Board of Directors may, at any time, declare any share to be, wholly or in part, exempt from the provisions of this article. 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.

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As to enforcing  
lien by sale

38. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien for the purpose of enforcing the same PROVIDED THAT no sale shall be made :
- (a) unless a sum in respect of which the lien exists is presently payable; or
  - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. For the purpose of such sale, the Board may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their members to execute a transfer thereof on behalf of and in the name of such members.
  - (c) the purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Application of  
proceeds of  
Sale

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

**FORFEITURE OF SHARES**

If money payable  
on share not paid  
notice to be given

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

Sum payable  
on allotment  
to be a deemed  
call

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

Form of Notice

42. The notice shall name a day (not being less than fourteen days from the day of the notice) and a place or places on and at which such call or installment and such interest there on at such rate not exceeding eighteen per cent per annum as the Directors may

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determine and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment, if payable, will be liable to be forfeited.

In default of payment shares to be forfeited

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

Notice of forfeiture to a member

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

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

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

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

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

Effect of forfeiture

47. The forfeiture of a share shall involve the extinction at the time of the forfeiture, of all interest in and 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.

Power to annul forfeiture

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

Declaration of forfeiture

49. (1) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that a share in the Company

has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons, claiming to be entitled to the share.

- (2) The Company may receive the consideration, if any, given for the shares on any sale, re-allotment or other disposal thereof and may execute a transfer of the shares in favour of the person to whom the share is sold or disposed-off.
- (3) The person to whom such share is sold, re-allotted or disposed-off shall thereupon be registered as the holder of the shares.
- (4) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, instalment, interest and expense owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.
- (5) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, reallocation or other disposal of the shares.

Provision of these articles as to forfeiture to apply in case of non-payment of any sum

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

Cancellation of share certificates in respect of forfeited shares

51. Upon sale, re-allotment or other disposal under the provisions of these articles, 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 new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

Surrender of Shares

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

#### **TRANSFER AND TRANSMISSION OF SHARES**

No transfer to minor etc.

53. The Board shall not issue or register a transfer of any share to a minor (except in case, where they are fully paid) or insolvent or person of unsound mind.

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Form and procedure of transfer

54. The instrument of transfer of any share shall be in the prescribed form under the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the requirements of Section 56 of the Act.

Application for transfer

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

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

(3) For the purpose of clause (2) above, 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.

Execution of transfer

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

Transfer by legal representatives

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

Closure of Register of members etc.

58. The Board of Directors shall have the power to close the register of members or the register of debentureholders or the register of other security holders for any period or periods not exceeding in the aggregate forty-five days in each year, but not exceeding thirty days at any one time, subject to giving of previous notice of at least seven days or such lesser period as may be prescribed.

Directors may refuse to register transfers

59. Subject to the provisions of Section 58 of the Act, or any statutory modification thereof for the time being in force, the Directors may at any time in their own absolute and uncontrolled discretion decline to register or acknowledge any transfer of any share and in particular may so decline in any case in which the Company has a lien upon the shares desired to be transferred or any call or installment regarding any of them remain unpaid or unless the transferee is not approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of transfer shall be conclusive evidence of the approval of the Directors of the transferee.



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

60. If the Company refuses to register the transfer of any shares or transmissions 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 the transferor or to the person giving the intimation of the transmission, as the case may be, and there-upon the provisions of Section 58 of the Act or any statutory modification or re-enactment thereof for the time being in force shall apply.
- Death of one or more joint holders of shares
61. In case of the death of any one or more of the persons named in the Register of Members as the joint holders of any share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him with any other person.
- Titles to shares of deceased member
62. The executors or administrators of a deceased member or holders of a Succession Certificate or the legal representatives in respect of the shares of a deceased member (not being one of two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such members, and the Company shall not be bound to recognise such executors or administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be, from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register under Article 64 shares standing in the name of a deceased member, as a member.
- Compliance with the Estate Duty Act, 1953
63. If any member of the Company dies, and the Company through any of its principal officers within the meaning of Section 2 (14A) of the Estate Duty Act, 1953, has knowledge of the death, it shall not be lawful for the Company to register the transfer of any shares standing in the name of the deceased member unless the Company is satisfied that the transferee has acquired such shares for valuable consideration or there is produced to it a certificate from the Controller, Deputy Controller, or Assistant Controller of Estate Duty in India that either the Estate Duty in respect thereof has been paid or will be paid or none is due, as the case may be. Where the Company has come to know through any of its principal officers of the death of any member, the Company shall within

such time as may be prescribed furnish to the Assistant Controller or the Deputy Controller of the Estate Duty who is exercising the functions of the Income-tax officer in the case of the Company, such particulars as may be prescribed by the Estate Duty Rules, 1953.

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

64. Subject to the provisions of Article 62 and 63, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board of Directors (which it shall not be under obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under these Articles, or of his title, as the Board of Directors shall require, either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Board of Directors registered as a member in respect of such shares PROVIDED NEVERTHELESS that if such person shall elect to have his nominee registered, he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be free from any liability in respect of such shares. This clause is herein referred to as "THE TRANSMISSION CLAUSE".

PROVIDED 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, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Refusal to register nominee

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

Person entitled may receive dividend without being registered as member

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

No fee on transfer or transmission

67. No fee shall be charged for registration of transfer, Probate, Succession Certificate and Letters of Administration, Certificates of Death or Marriage, Power of Attorney or similar other documents.

Transfer to be Presented with evidence of title

68. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the shares, and generally under and subject to such conditions and regulations as the Board may, from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

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

69. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding 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 required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless, be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.

Transfer of securities by the Beneficial Owners

70. Nothing contained in the foregoing Articles shall apply to transfer of securities effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of a Depository.

Transfer of securities in electronic and fungible form as per Depositories Act

71. In case of transfer of shares or shares / other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.

#### **CONVERSION OF SHARES INTO STOCK AND RECONVERSION**

Share may be converted into stock

72. The Company may, by Ordinary Resolution :

- (a) convert any paid up share into stock, and
- (b) reconvert any stock into paid-up shares of any denomination.

Transfer of stock

73. The several holders of such stock may transfer their respective interest therein or any part thereof in the same manner and subject to the same regulations under which the shares from which the stock arose might, before the conversion, have been transferred, or as near, thereto as circumstances admit.

Rights of stockholders

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

Regulations applicable to stock and share warrants

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

## BORROWING POWERS

Power to Borrow

76. Subject to the provisions of Sections 179 and 180 of the Act and of these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, accept deposits from members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company from any source.

PROVIDED HOWEVER, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free-reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in the excess of the limit imposed by the article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.

The payment or repayment of moneys borrowed

77. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular, in pursuance of a resolution passed at a meeting of the Board (and not by Circular Resolution) by the issue of bonds, debentures or debenture stock of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being, and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Term of issue of debentures

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

Mortgage of uncalled capital

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

## MEETINGS OF MEMBERS

Annual General Meeting and the persons entitled to attend

- 80 (1) Every Company shall in each year hold in addition to any other meetings, a general meeting as its Annual General Meeting in accordance with the provisions of Sections 96 of the Act and shall specify the meeting as such in the notice

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calling it, except in the case where the Registrar, has given an extension of time for holding any Annual General Meeting and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

PROVIDED THAT if the Registrar shall have for special reason, extended the time within which any Annual General Meeting shall be held, such Annual General Meeting may be held within the additional time.

- (2) Every Annual General Meeting shall be called for any time during business hours i.e., between 9.00 a.m. and 6.00 p.m., on a day that is not a National Holiday and shall be held either at the registered office of the Company or at some other place within the city or town or village in which the registered office of the Company is situated for the time being.
- (3) Every member of the Company shall be entitled to attend either in person, legal representative or by proxy, the Auditors of the Company and every Director shall have the right to attend and to be heard at any general meeting which he attends on any part of the business which concerns him as Auditor and Director.

Report, Statement  
and Registers to  
be laid before the  
Annual General  
Meeting

81. At every Annual General Meeting of the Company, there shall be laid on the table the Board's Report and Audited Financial Statements, Auditor's Report (if not already incorporated in the Audited Financial Statements), the Proxy Register with Proxies and the Register of Director's Shareholdings and those Registers shall remain open and accessible during the continuance of the meeting.

Extra-ordinary  
General Meeting

82. All general meetings other than Annual General Meeting shall be called Extra-ordinary General Meeting.
83. (1) Subject to the provisions of Section 100 of the Act, the Directors shall on the requisition in writing of such number of members as is hereinafter specified and (unless the Annual General Meeting otherwise resolves) at the expense of the requisitionists :
  - (a) give to the members of the Company entitled to receive a notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting.
  - (b) circulate to members entitled to have notice of any general meeting sent to them, any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

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- (2) The number of members necessary for a requisition under clause (1) hereof shall be :
- (a) in the case of a Company having a share capital, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as on that date carries the right of voting; or
  - (b) in the case of a Company not having a share capital, such number of members who have, on the date of receipt of the requisition, not less than one-tenth of the total voting power of all the members having on the said date a right to vote.
- (3) Notice of any such resolution shall be given and any such statement shall be circulated to members of the Company entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each members in any manner permitted by the Act for service of notice of the meeting and notice of any such resolution shall be given to any other member of the Company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the Company. The copy of the resolution shall be given, as the case may be, in the same manner and so far as practicable at the same time as notice of the meeting, and where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.
- (4) The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless :
- (a) a copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the registered office of the Company :
    - (i) in the case of a requisition requiring notice of resolution, not less than six weeks before the meeting, and
    - (ii) in the case of any other requisition not less than two weeks before the meeting, and
  - (b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expenses in giving effect thereto :

PROVIDED THAT if after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, and an Annual General Meeting is called for a date six weeks or less after such copy has been deposited the copy although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purpose thereof.

- (5) The Company shall not be bound under this article to circulate any statement, if on the application either of the Company or of any other person who claims to be aggrieved, the Company Law Tribunal is satisfied that the rights conferred by this Article are being abused to secure needless publicity for defamatory matter.
- (6) Notwithstanding anything in these Articles contained, the business which may be dealt with at an Annual General Meeting shall include any resolution of which notice is given in accordance with this article and for the purpose of this clause notice shall be deemed to have been so given notwithstanding the accidental omission in giving it to one or more members.

Extra-ordinary  
General Meeting  
by Board and  
by requisition

84. (1) The Directors may, whenever they think fit convene an Extra-ordinary General Meeting and they shall on requisition of the members as hereinafter provided, forthwith proceed to convene Extra-ordinary General Meeting of the Company.

When a Director  
or any two  
members may  
call an  
Extra-ordinary  
General Meeting

- (2) 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 the continuing Directors fail or neglect to increase the number of Directors to that number to convene a 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.

Contents of requisition and member of requisitioner required and the conduct of meeting

85. In case of requisition the following provisions shall have effect :
- (1) The requisition shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitioner and shall be deposited at the registered office of the Company.
  - (2) The requisition may consist of several documents in like form, each signed by one or more requisitionists.
  - (3) The number of members entitled to requisition a meeting in regard to any matter shall be such number who hold at the date of the deposit of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as at that date carries the right of voting in regard to that matter.
  - (4) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (3) shall apply separately in regard to such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled.

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- (5) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than forty five days from the date of the deposit of the requisition, the meeting may be called :
- (a) by the requisitionists themselves, or
  - (b) by such of the requisitionists as represent either a majority in value of the paid up share capital held by all of them or not less than one-tenth of the paid-up share capital of the Company as is referred to in sub-clause (3) whichever is less, PROVIDED THAT for the purpose of this sub-clause the Board shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by Section 114 (2) of the Act.
- (6) A meeting called under clause (5) by requisitionists or any of them :
- (a) shall be called in the same manner, as nearly as possible, as that in which meeting is to be called by the Board but,
  - (b) shall not be held after the expiration of three months from the date of deposit of the requisition. PROVIDED THAT nothing in sub-clause (b) shall be deemed to prevent a meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period.
- (7) Where two or more persons hold any shares in the Company jointly, a requisition on a notice calling a meeting by one or some of them shall for the purposes of this article have the same force and effect as if it had been signed by all of them.
- (8) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to call a meeting shall be repaid to the requisitionists by the Company and any sums 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 who were in default.

Length of notice  
of meeting

86. (1) A general meeting of the Company may be called by giving not less than twenty-one days notice in writing.
- (2) A general meeting may be called after giving shorter notice than that specified in clause (1) hereof if consent is accorded thereto :
- (i) in the case of an Annual General Meeting by all the members entitled to vote there at; and



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

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

Contents and  
manner of  
service of notice

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

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

(a) to every member of the Company in the manner authorised by Sections 101 of the Act.

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

(c) to the Auditor or Auditors for the time being of the Company, in any manner authorised by Section 101 of the Act in the case of any member or members of the Company.

PROVIDED THAT where the 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 Section 20 of the Act, the statement of material facts referred to in Section 102 of the Act need not be annexed to the notice as required by that section, but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

- (3) Every notice convening a meeting of the Company shall state with reasonable prominence that a member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a member of the Company.

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Special and Ordinary business and explanatory statement

88. (1) (a) In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special with the exception of business relating to :
- (i) the consideration of the Financial Statements, consisting of balance sheet, statement of profit and loss, cash flow statement, Board's report and Auditors reports;
  - (ii) the declaration of dividend;
  - (iii) the appointment of Directors in the place of those retiring; and
  - (iv) the appointment of and the fixing of the remuneration of the auditors, and
- (b) In the case of any other meeting, all business shall be deemed special;
- (2) Where any items of business to be transacted at the meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein of every Director.

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

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

Omission to give notice not to invalidate proceedings

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

Notice of business to be given

90. No general meeting, annual or extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the meeting.

Quorum

91. Quorum for the general meeting shall be as provided in Section 103 of the Act. No business shall be transacted at the general meeting unless the quorum requisite be present at the commencement of the meeting. A Body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act. The President of India or the Governor of a State being a member of the Company shall be deemed to be personally present if he is represented in accordance with Section 112 of the Act.

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If quorum not present when meeting to be dissolved and when to be adjourned

92. If within half an hour from the time appointed for holding a meeting of the Company a quorum is not present, the meeting if called by or upon the requisition of members shall stand dissolved and in any other case the meeting shall stand adjourned to the same day in the next week or if that day is a National holiday until the next succeeding day which is not a National holiday at the same time and place or to such other day and at such other time and place as the Board may determine. If at the adjournment meeting also a quorum is not present within half an hour from the time appointed for holding the meeting the member present shall be a quorum and may transact the business for which the meeting was called.

In case of adjourned meeting or of change of day, time or place of meeting, the Company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspaper (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.

Resolution passed at adjourned meeting

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

Chairman of general meeting

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

Business confined to election of Chairman whilst chair vacant

95. No business shall be discussed at any general meeting except the election of a Chairman whilst the chair is vacant.

How question to be decided at meetings

96. Every question submitted to a general meeting shall be decided in the first instance by a show of hands unless the poll is demanded as provided in the Act.

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

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

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Demand for poll

98. (1) Subject to the provision of the Act, before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on demand made in that behalf by the person or persons specified below, that is to say ;
- (a) by any member or members present in person or by proxy and holding shares in the Company :
    - (i) which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or
    - (ii) on which an aggregate sum of not less than five lakh rupees or such higher amount as may be prescribed has been paid-up.
  - (b) by any member or members present in person or by proxy and having not less than one-tenth of the total voting power in respect of the resolution; or
  - (c) by any member or members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which aggregate sum has been paid up which is not less than one-tenth of the total sum paid-up on all the shares conferring that right.
- (2) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Time of taking poll

99. A poll demanded on any question of adjournment shall be taken forthwith. A poll demanded on any other question (not being a question relating to the election of a Chairman) shall be taken at such time not being later than forty-eight hours from the time when the demand was made and in such manner and place as the Chairman of the meeting may direct and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

Chairman's casting vote

100. In the case of equality of votes the Chairman shall, both on a show of hands and a poll (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a member.
101. Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers to scrutinise the vote given on the poll and to report thereon to him. One of the Scrutinisers so appointed shall always be a member (not being an officer or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a scrutiniser from office and fill vacancies in the office of the scrutiniser arising from such removal or from any other cause.

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- Demand poll not to prevent transaction of other business
102. 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.
- Special notice
103. 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 earlier than three months but at least 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. 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.

**VOTES OF MEMBERS**

- Member paying money in advance not to be entitled to vote in respect thereof
104. 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 so paid by him until the same would have become payable.
- Restriction on exercise of voting rights of members who have not paid calls
105. No member shall exercise any voting rights 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 of lien.
- Number of votes to which member entitled
106. Subject to the provisions of Article 105, every member of the Company, holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representatives duly authorised) have one vote and on a poll, when present in person (including a body corporate by a duly authorised representative) or by an agent duly authorised under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid-up equity share capital of the Company. Provided however, if any preference share-holder is present at any meeting of the Company, save as provided in Section 47(2) of the Act, he shall have a right to vote only on resolutions before the meeting which directly affect the rights attached to his preference shares. A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote is taken.
- Votes of members of unsound mind
107. A member of unsound mind or in respect of whom order has been made by any Court having jurisdiction as lunacy, may vote whether on a show of hands or on a poll by his legal guardian and any such legal guardian may, on a poll, vote by proxy.

Votes of Joint  
members

108. If there be joint registered holders of any shares one of such persons may vote at any meeting personally or by an agent duly authorised under a Power of Attorney or by proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the meeting and, if more than one of such joint holders be present at any meeting either personally or by agent or by proxy, than one of the said persons so present who stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other joint holders shall be entitled to be present at the meeting, provided always that a person present at any meeting personally shall be entitled to vote in preference to a person present by an agent duly authorised under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register in respect of such shares. Several executors or administrators of a deceased member in whose name shares stand shall for the purpose of these articles be deemed joint holders thereof.

Representation of  
body corporate

109. (1) A body corporate (whether a Company within the meaning of the Act or not) may, if it is member or creditor of the Company (including a holder of debentures), authorise such person as it thinks fit by a resolution of its Board of Directors or other governing body to act as its representative at any meeting of the Company or any class of members of the Company or debenture holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual member, creditor or holder of debentures of the Company. The production of a copy of the resolution referred above, certified by a Director or the Secretary of such body corporate before the commencement of the meeting shall be accepted by the Company as sufficient evidence of the validity of the said representative's appointment and his right to vote there at.

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

Votes in respect  
of deceased or  
insolvent members

110. Any person entitled under the Transmission Article to transfer any shares 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

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holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his rights to transfer such shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote it such meeting in respect thereof.

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| Polling in person or by proxy  | 111. Subject to the provisions of these Articles vote may be given either personally or by proxy. A body corporate being a member may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act.   |
| Rights of members to use votes differently                               | 112. 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.  |
| Proxies  | 113. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself PROVIDED ALWAYS that a proxy so appointed shall not have any right whatever to speak at the meeting. Every notice convening a meeting of the Company shall state that a member entitled to attend and vote is entitled to appoint proxy(ies) in accordance with the provisions of the Act. |
| Proxy either for specified meeting or for a period                       | 114. An instrument of proxy may appoint a proxy either for the purposes of a particular meeting specified in the instrument and any adjournment thereof or it may appoint a proxy for the purpose of every meeting to be held on a date specified in the instrument and every adjournment of any such meeting.   |
| No proxy to vote on a show of hands                                      | 115. No proxy shall be entitled to vote on a show of hands.<br><br>116. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified copy of that Power of Attorney or authority, shall be deposited at the office forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.              |
| Form of Proxy  | 117. Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form as prescribed under Section 105 of the Act, read with the Companies (Management and Administration) Rules, 2014 and signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate be under its seal or be signed by any officer or attorney duly authorised by it.  |
| Validity of votes given by proxy notwithstanding revocation of authority | 118. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of  |

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the share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Company at the office before the commencement of the meeting, or adjourned meeting at which the proxy is used provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence, as he may in his discretion think fit, of the due execution of an instrument of proxy and of the same not having been revoked.

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| Time for objection to vote                                      | 119. | No objection shall be made to the qualification of any voter or to the validity of a vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting. |
| Chairman of any meeting to be the judge of validity of any vote | 120. | 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 taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The decision of the Chairman shall be final and conclusive.  |
| Custody of instrument   | 121. | If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meeting of the Company it shall remain permanently or for such time as the Directors may determine, in the custody of the Company.  |
| Voting by electronic means                                      | 122. | A member may exercise his right to vote at any general meeting by electronic means in accordance with Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014.  |

**DIRECTORS**

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|---------------------|------|--|
| Number of Directors | 123. | Until otherwise determined by a general meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (excluding, Alternate and Nominee Directors, if any) shall not be less than 3 and not more than 15.  |
| Directors           | 124. | The following persons shall be the first Directors of the Company :<br>(I) PRIYA BHUSHAN BHARDWAJ (MR.)<br>(II) CHHAGANLAL MOTILAL SHAH (MR.)<br>(III) SUBHASH CHANDRA MAHESHWARI (MR.)  |
| Nominee Directors   | 125. | (a) The Company shall, subject to the provisions of the Act, be entitled to agree with any persons, firms, banks, financial institutions, government authorities or corporations that he or it shall have the right to appoint himself or his and/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 appointees and their successors in office appointed under this Article shall be called Nominee Director/s of the Company. |



- (b) The Board of Directors of the Company shall have no power to remove the Nominee Director/s from their office. Such Nominee Director/s shall not be required to hold any share qualification in the Company. Also, the Nominee Directors shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Directors of the Company.

Appointment of  
Alternate Director

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

Directors may  
fill vacancies

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

Additional  
Directors

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

Qualification of  
Directors

129. A Director need not hold any qualification shares.

Remuneration of  
Directors

130. The remuneration of a Director for his services shall be as may be fixed by the Board of Directors but not exceeding such sum as may be prescribed by the Central Government from time to time, for each meeting of the Board or a committee thereof attended by him. The Directors subject to the sanction of the Central Government (required, if any) may be paid such further remuneration as the Company in general meeting shall from

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time to time determine and such further remuneration shall be divided among the Directors in such proportion and manner as the Board may from time to time determine, and in default of such determination, shall be divided among the Directors equally.

Extra remuneration to Directors for special work

131. Subject to the provisions of Section 197 and 198 of the Act, if any Director, being willing shall be called upon to perform extra services (which expression shall include work done by a Director as a member of any committee formed by the Directors) or to make special exertions in going or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company shall remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Board, and such remuneration may be, either in addition to or in substitution for his/her in the remuneration above provided.

Travelling expenses incurred by Directors on Company's business

132. The Board of Directors may subject to the limits provided by the Act, allow and pay to any Director who attends a meeting of the Board of Directors or any committee thereof or general meeting of the Company or in connection with the business of the Company at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider as fair compensation for traveling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as specified above.

Director may act notwithstanding vacancy

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

Contracts with related parties.

134. (1) Subject to the provisions of the Act, a Director of the Company or his relative, a firm in which such a Director or relative is a partner, any other partner in such a firm, or a private company of which the Director is a member or Director, shall not enter into any contract with the Company :

- (a) for the sale, purchase or supply of goods, materials or services : or
- (b) for underwriting the subscription of any shares in or debentures of the Company.

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

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

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(b) any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the Company or the Director, relative, firm, partner or private company as the case may be, regularly trades or does business (ordinary course of business).

(3) Notwithstanding anything contained in sub-clause (1) and (2) hereof, a Director, relative, firm, partner or private company as aforesaid may in circumstances of urgent necessity enter, without obtaining the requisite consent of the Board or members in general meeting, as the case may be, into any contract with the Company for the sale, purchase or supply of any goods, materials or services.

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

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

Disclosure to the members of the Key Managerial Personnel (KMP) interest in contract in appointing Manager, Managing Director or Whole-time Director

135. When the Company :

(a) enters into a contract for the appointment of a Managing Director or Whole-time Director in which any KMP of the Company is directly or indirectly concerned or interested; or

(b) varies any such contract already in existence and in which a KMP is concerned or interested as aforesaid, the provisions of Section 190 of the Act shall be complied with.

Disqualification of Director

136. A person shall not be capable of being appointed as a Director of the Company, if :

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

(b) he is an undischarged insolvent.

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

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

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- (e) he has been disqualified for appointment as a Director has been passed by a court or tribunal and the order is in force.
- (f) he has not paid any call in respect of shares of the Company held by him whether alone or jointly with others and six months have elapsed from the last day fixed for the payment of the call; or
- (g) he has been convicted of the offence dealing with related party transactions under Section 188 at any time during the last preceding five years.
- (h) he has not complied with Section 152 (3) of the Act.
- (i) no person who is or has been a Director of a Company which :-
  - (1) has not filed financial statements or annual returns for a continuous period of three financial years; or
  - (2) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a Director of that Company or appointed in other Company for a period of five years from the date on which the said Company fails to do so.

Vacation of office  
by Director

137. The office of a Director shall become vacant in case :
- (a) he incurs any of the disqualifications specified in Section 164;
  - (b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
  - (c) he acts in contravention of the provisions of Section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested;
  - (d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of Section 184;
  - (e) he becomes disqualified by an order of a court or the Tribunal;
  - (f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months; PROVIDED THAT the office shall be vacated by the Director even if he has filed an appeal against the order of such court;

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Removal of  
Director

- (g) he is removed in pursuance of the provisions of this Act;
  - (h) he, having been appointed a Director by virtue of his holding any office or other employment in the holding, subsidiary or associate Company, ceases to hold such office or other employment in that Company.
- 138.
- (a) The Company may (subject to the provisions of Section 169 and other applicable provisions of the Act and these Articles) by ordinary resolution remove any Director (not being a Director appointed by the Central Government in pursuance of Section 408 of the Act) before the expiry of his period of office.
  - (b) A Special Notice as provided by Articles hereof or Section 115 of the Act shall be required of any resolution to remove a Director under the Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed;
  - (c) On receipt of notice of 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;
  - (d) Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding reasonable length) and requests their notification to members of the Company, the Company shall, unless the representations are received by it too late for it to do so (a) in the notice of the resolution given to members of the Company state the fact of the representations having been made and (b) send a copy of the representations to every member of the Company to whom notice of the meeting is sent (before or after the representation by the Company) and if a copy of the representations is not or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting; provided that copies of the representations need not be sent or read out at the meeting if on the application either of the Company or of any other person who claims to be aggrieved, the Company Law Appellate Tribunal is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter;
  - (e) A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in general meeting or by the Board in pursuance of Article 128 or Section 161 of the Act be filled by the appointment

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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 hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid;

- (f) If the vacancy is not filled under sub-clause(e), it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable to Article 128 or Section 161 of the Act, and all the provisions of that Article and section shall apply accordingly;
- (g) A Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors.
- (h) Nothing contained in this Article shall be taken :
  - (i) as depriving a person removed hereunder of any compensation or damages payable to him in respect of the termination of his appointment as Director; or
  - (ii) as derogating from any power to remove a Director which may exist apart from this Article.

Disclosure of  
interest by  
Director

139. (1) Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the board in every financial year or whenever there is any change in the disclosure already made, then at the first board meeting held after such change, disclose his concern or interest in any Company or companies or bodies corporates or firms or other association of individuals.
- (2) Every Director of a 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 :
- (a) with a body corporate in which such Director or such Director in association with any other Director, holds more than two percent shareholding of that body corporate, or is a promoter, manager, chief executive officer of that body corporate.
  - (b) with a firm or other entity in which, such Director is a partner, owner or member, as the case may be shall disclose the nature of his concern or interest at the meeting of the board in which the contract or arrangement is discussed and shall not participate in such meeting.

(41)

A contract or arrangement entered into by the Company without disclosure under aforesaid clauses or with participation by a Director who is concerned or interested in any way, directly or indirectly, in a contract or arrangement, shall be voidable at the option of the Company.

**ROTATION & APPOINTMENT OF DIRECTORS**

- |  |      |  |
|--|------|--|
| Directors may be Directors of Companies promoted by the Company          | 140. | If a Director of the Company becomes a Director of any Company promoted by the Company or in which it may become interested as a vendor, shareholder, or otherwise, such Director shall not be accountable for any benefits received as a Director or Shareholder of such Company except in so far as Section 197(14) or Section 188 of the Act.   |
| Rotation of Directors  | 141. | Not less than two-thirds of the total number of Directors shall (a) be persons whose period of the office is liable to termination by retirement of Directors by rotation and (b) save as otherwise expressly provided in the Articles be appointed by the Company in general meeting.   |
| Retirement of Directors  | 142. | Subject to the provisions of the Act, at every Annual General Meeting, one-third of the Directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.  |
| Ascertainment of Directors retiring by rotation and filling of vacancies | 143. | Subject to the provisions of the Act, the Directors to retire by rotation under this Article at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between those who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves be determined by lot.  |
| Eligibility for re-election  | 144. | A retiring Director shall be eligible for re-election.   |
| Company to fill Vacancies  | 145. | Subject to the provisions of the Act, the Company at the general meeting at which a Director retires in the aforesaid manner may fill up the vacancy by appointing the retiring Director or some other person thereto.   |
| Provision in default of appointment                                      | 146. | <p>(a) If the place of 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 National holiday till the next succeeding day which is not a National holiday at the same time and place.</p> <p>(b) 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 :</p> <p>(i) at the meeting or the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost;</p> |

(42)

- (ii) the retiring Director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so re-appointed;
- (iii) he is not qualified or is disqualified for appointment;
- (iv) a resolution whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of the Act; or
- (v) the proviso to Section 162 (2) of the Act is applicable to the case.

Company may increase or reduce the number of Directors or remove any Directors

147. Subject to the provisions of the Act, the Company may, from time to time, increase or reduce the number of Directors and may alter qualifications.

Appointment of Directors to be voted individually

148. (1) No motion at any general meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution shall be so made has been first agreed to by the meeting without any vote being given against it.
- (2) A resolution moved in contravention of clause (1) hereof shall be void whether or not objection was taken at the time of its being so moved provided where a resolution so moved is passed, no provisions for the automatic re-appointment of retiring Directors in default of another appointment as herein before provided shall apply.
- (3) For the purpose of this Article, a motion for approving a person's appointment or for nominating a person for appointment, shall be treated as a motion for his appointment.

Notice of candidature for office of Director except in certain cases

149. No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has, at least seven days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of a Director or the intention of such member to propose him as a Director for that office, as the case may be, along with a deposit of prescribed sum which shall be refunded to such person or to such member, as the case may be, if the person succeeds in getting elected as a Director.

PROVIDED THAT it shall not be necessary for the Company to serve individual notices upon the members as aforesaid, if the Company advertises such candidature or intention, not less than seven days before the meeting at least one in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated, and circulating in that district, and at least one in English language in an English newspaper circulating in that district. No person,



not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has furnished his consent to act as a Director of the Company under the Companies (Appointment and Qualification of Directors) Rules, 2014 and such consent has been filed with the Registrar within prescribed time period of appointment as a Director in such Form along with the fees as provided in the Companies (Registration offices and fees) Rules, 2014.

Disclosure by Directors including Key Managerial Personnel (KMP) of their holdings in the Company

150. Every Director including Key Managerial Personnel of the Company shall give notice of holding of shares in the Company by them and their relatives to the Company for the purpose of enabling the Company to comply with the provisions of the Act.

#### **MANAGING DIRECTOR OR WHOLE-TIME DIRECTOR**

Board may appoint Managing Director or Whole-time Director

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

What provisions they will be subject to

152. Subject to the provisions of the Act, the Managing Director or the Whole-time Director shall, while he continues to hold that office, be subject to retirement by rotation.

Remuneration of Managing or Whole-time Director

153. The remuneration of the Managing Director or Whole-time Director shall (subject to Section 197 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Board, from time to time and may be by way of fixed salary and/or perquisites or commission on profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.

Powers and duties of Managing or Whole-time Director

154. Subject to the superintendence, control and direction of the Board the day to day management of the Company shall be in the hands of the Managing Director or Whole-time Director appointed under Article 151 with power to the Board to distribute such day to day management functions among such Director(s) in any manner as deemed fit by the Board and subject to the provisions of the Act and these Articles, the Board may by resolution vest any such a Managing Director or Whole-time Director such of the power hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine and they may subject to the

provisions of the Act and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### PROCEEDINGS OF THE BOARD OF DIRECTORS

Meeting of  
Directors

155. The Directors may meet together as a Board for the dispatch of business from time to time. The Directors may adjourn and otherwise regulate their meetings as they think fit. The provision of this article shall not be deemed to have been contravened merely by reason of the fact that the meeting of the Board which had been called in compliance with the terms of this Article could not be held for want of a quorum.

Notice of  
Meetings

156. (1) Notice of every meeting of the Board of Directors including a meeting adjourned to a specific date, time and place under Article 156, shall be given in writing to every Director for the time being in India, and to every other Director at his usual address in India or to such other address outside India specified by any such Director not less than seven clear days in writing shall be given to every other Director at his registered address with the Company and such notice shall be sent by hand delivery or by post or by electronic means. The Board meeting may be called at a shorter notice to transact urgent business subject to the condition that at least one independent Director, if any, shall be present at the meeting.

When meeting  
to be convened

- (2) A Director may at any time and the Secretary upon the request of a Director made at any time shall convene a meeting of the Board of Directors by giving a notice in writing to every Director for the time being in India, to every other Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.

Quorum

157. (a) Subject to Section 174 of the Act, the quorum for a meeting of the Board of Directors and Committee meeting shall be one-third of its total strength (excluding Director, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one) or two Directors, whichever is higher and the participation of Directors by video conferencing or by audio visual means shall also be counted for the purposes of quorum;

PROVIDED THAT where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the total strength, the number of the remaining Directors (that is to say, the number of Directors who are not interested) present at the meeting being not less than two shall be the quorum during such time.

- (b) For the purpose of clause (a)
- (i) "Total Strength" means total strength of the Board of Directors of the Company determined in pursuance of the Act, after deducting there from number of the Directors, if any, whose place may be vacant at that time and
  - (ii) "Interested Director" means any Director whose presence cannot by reason of any provision in the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter.

Procedure when meeting adjourned for want of quorum

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

Chairman

159. The board may elect a chairperson of its meetings and determine the period for which he is to hold office. If no such chairperson is elected or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their member to be chairperson of the meeting.

Questions at Board Meeting how decided

160. Subject to provisions of the Act, questions arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the chairman shall have a second or casting vote.

Powers of Board meeting

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

Directors may appoint committee

162. The Board of Directors may, subject to the provisions of Act, delegate any of the powers other than the powers to make calls and to issue debentures, to such committee or committees and may from time to time, revoke and discharge any such committee of the Board either wholly or in part and either as to the persons or purposes, but every committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation that may from time to time be imposed on it by the Board in conformity with such regulations and in fulfillment of the purpose of their appointments, but not otherwise, shall have the like force and effect, as if done by the Board.

(46)

Meeting of the committee how to be governed

163. 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 preceding Articles.

Circular resolution

164. (1) A resolution passed by circular without a meeting of the Board or a committee of the Board appointed under the Articles and the Act be as valid and effectual as the resolutions passed at its meeting duly called and held.

(2) A resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, if the resolution has been circulated in draft together with 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 fixed for a meeting of the Board or committee as the case may be) and to all other Directors or members of the committee at their usual addresses in India or to such other addresses outside India specified by any such Directors or members of the committee 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.

Acts of Board or Committee valid notwithstanding defect in appointment

165. All acts, done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be 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. Provided nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

The Company shall observe Secretarial Standards with respect to general and board meetings specified by the Institute of Company Secretaries of India constituted under Section 3 of the Company Secretaries Act, 1980 and approved as such by the Central Government.

**POWERS OF THE BOARD**

General Powers of Management vested in Directors

166. The Business of the Company shall be managed by the Directors who may exercise all such powers of the Company and do all such acts and things as are not by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in general meeting, subject nevertheless to any regulation of these Articles, to the

(47)

provisions of the Act or any other Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting but no regulations made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made PROVIDED THAT 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 whole or substantially the whole of any such undertaking;
- (b) 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 to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty only after a considerable time;
- (c) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose or;
- (d) remit, or give time for the repayment of any debt due from a Director;
- (e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees and amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five percent of its average net profits as determined in accordance with the provisions of the Act during the three financial years immediately preceding, whichever is greater, provided that the Company in general meeting or the Board of Directors shall not contribute any amounts to any political party or for any political purpose to any individual or body :
  - (i) provided that in respect of the matter referred to in clauses (c) and (e) such consent shall be obtained by a resolution of the Company which shall specify the total amount upto which moneys may be borrowed by the Board under clause (c) or as the case may be, total amount which may be contributed to charitable or other fund in any financial year under clause (e);

(48)

- (ii) provided further that the expression “temporary loans” in clause (c) above shall mean loans repayable on demand or within six months from the date of the loan such as short term, cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature.

Certain powers  
to be exercised  
by the Board only  
at meetings

167. (1) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meeting of the Board :

- (a) the power to make calls on shareholders in respect of money unpaid on their shares;
- (b) the power to issue debentures;
- (c) the power to borrow money otherwise than on debentures;
- (d) the power to invest the funds of the Company;
- (e) the power to make loans;
- (f) to authorise buy-back of securities under Section 68 of the Act;
- (g) to approve financial statement and Board's report;
- (h) to diversify the business of the Company;
- (i) to approve amalgamation, merger or reconstruction;
- (j) to takeover a Company or acquire a controlling or substantial stake in another Company;
- (k) such other Powers as may be prescribed from time to time and as prescribed by the Companies (Meetings of the Board and its powers) Rules, 2014.

PROVIDED THAT the Board may by resolution passed at a meeting, delegate to any committee of Directors, Managing Directors or any other Principal Officer of the Company, the powers specified in (c), (d) and (e) of the sub clause to the extent specified below.

- (2) Every resolution delegating the power referred to in sub-clause (1) (c) shall specify the total amount outstanding at any one time, upto which moneys may be borrowed by the delegate.
- (3) Every resolution delegating the power referred to in sub clause (1) (d) shall specify the total amount upto which the funds of the Company may be invested and the nature of the investments which may be made, by the delegate.

(49)

- (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.

Certain powers  
of the Board

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

- (1) to pay the costs, charges and expenses preliminary and incidental to the formation, promotion, establishment and registration of the Company;
- (2) to pay and charge to the Capital Account of the Company any commission or interest, lawfully payable under the provisions of the Act.
- (3) subject to provisions of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges, which the Company is authorised to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition, accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
- (4) at their discretion and subject to the provisions of the Act, to pay for any property, rights or privileges by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital;
- (5) to secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit;
- (6) to accept from any member, so far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;

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- (7) 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;
- (8) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officer or otherwise concerning the affairs of the Company and also to compound and allow time for payment on satisfaction of any debts due and of any claim or demands by or against the Company and to refer any difference to arbitration and observe the terms of any awards made therein either according to Indian Law or according to foreign law and either in India or abroad and observe and perform or challenge any award made therein;
- (9) to act on behalf of the Company in all matters relating to bankrupts, insolvents, winding up and liquidation of companies;
- (10) to make and give receipts, release and other discharge for moneys payable to the Company and for the claims and demands of the Company;
- (11) 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 such security (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 investment. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name;
- (12) to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability, whether as principal or surety, for the benefit of the Company, such mortgage of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;
- (13) to open bank accounts and to determine from time to time, who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents on behalf of the Company and to give the necessary authority for such purpose;



(51)

- (14) to distribute by way of bonus amongst the staff of the Company, a share or shares in the profits of the Company and to give to any Director, officer or other person employed by the Company, a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company;
- (15) to provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and the wives, widows and families or the dependents or connections of such persons, by building or contribution to the building of houses, dwellings or chawls or by grants of money, pensions, gratuities, allowances, bonus or other payments or by creating and from time to time, subscribing or contributing to provide other associations, institutions and by providing or subscribing or contributing towards places of instructions and recreation, hospitals, dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provisions of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation or the public and general utility or otherwise ;
- (16) before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or as reserve fund or sinking fund or any special or other fund or funds or account or accounts to meet contingencies or to repay redeemable preference shares, debentures or debenture stock or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any part of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause) as the Board may, in their absolute discretion think conducive to the interest of the Company and subject to the provisions of the Act and the Rules made thereunder, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than share of this Company) as they may think fit and from time to time, to deal with and vary such investments and dispose-off and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the board in their absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board may apply or upon which they expend the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the General Reserve or

Reserve Fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of a Reserve Fund to another Reserve Fund and with full power to employ the assets constituting all or any of the above funds including the depreciation fund in the business of the Company or in purchase or repayment of redeemable preference shares, debenture or debenture stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power 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;

- (17) 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 to such amounts as they may think fit, and also from time to time, to provide for the management and transactions of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit;
- (18) from time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be member of such local Boards or managers or agencies and to fix their remuneration;
- (19) subject to Section 179 of the Act and the rules made thereunder from time to time and at any time, to delegate to any persons 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 member for the time being of any such local Board or any of them, to fill up any vacancies and such appointment or delegation may be made on such terms subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed and may annul or vary any such delegation;
- (20) 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 within 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 any such appointments may (if the Board thinks fit) be made in favour of the members or any of the members of any local board established as aforesaid or in favour of any Company or the 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 and any such powers of Attorney may contain such powers for the protection or convenience of persons 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;

- (21) subject to Section 188, Section 2(49) and other applicable provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;
- (22) from time to time to make, vary and repeal bye-laws for the regulations of the business of the Company, its officers and servants;
- (23) to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock Company carrying on the business which the Company is authorised to carry on in any part of India;
- (24) to purchase, take on lease for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and houses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit, and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
- (25) to insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper, all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company, either separately or co-jointly, also to insure all or any portion of the goods, produce, machinery and other article imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;

(54)

- (26) to purchase or otherwise acquire or obtain licence for the use of, and to sell, exchange or grant licence for the use of any trade mark, patent, invention or technical know how;
- (27) to sell from time to time any articles, materials, machinery, plants, stores and other articles and things belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products;
- (28) from time to time, to extend the business and undertaking of the Company by adding to, altering or enlarging, plant and machinery for the time being the property of or in the possession of the Company or by erecting new or additional buildings and to expend such sum of money for the purposes aforesaid or any of them as may be thought necessary or expedient;
- (29) to undertake on behalf of the Company any payment of all rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions and otherwise to acquire the free-hold of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate;
- (30) to improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested;
- (31) to let, sell or otherwise dispose off, subject to the provisions of Section 180 of the Act and of the other Articles, any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment of satisfaction for the same in cash or otherwise as it thinks fit.

**MINUTES**

Minutes

169. (1) Subject to the provisions of the Act and Secretarial Standards, the Company shall cause minutes of the proceedings of every general meetings of any class of shareholders or creditors, and every resolutions passed by postal ballot and every meeting of the Board of Directors or of every committee of the Board, to be prepared and signed in such manner as may be prescribed and kept within thirty days of the conclusion of every such meeting concerned, or passing of results by postal ballot in books kept for that purpose with their pages consecutively numbered.

- (2) Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed :
  - (a) in the case of minutes of proceedings of a meeting of Board or of a committee thereof, by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
  - (b) in case of minutes of proceedings of the general meeting, by the Chairman of the said meeting, within the period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.
- (3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (4) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereof.
- (5) All appointments made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (6) In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall contain :
  - (a) the names of the Directors present at the meetings; and
  - (b) in the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from or not concurring with the resolution.
- (7) Nothing contained in clause (1) to (6) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting :
  - (a) is or could reasonably be regarded as defamatory of any person; or
  - (b) is irrelevant or immaterial to the proceedings; or
  - (c) is detrimental to the interests of the Company.

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

The Company shall observe Secretarial Standards with respect to general and board meetings specified by the Institute of Company Secretaries of India constituted under Section 3 of the Company Secretaries Act, 1980 and approved as such by the Central Government.

Minutes to be evidence of the proceedings

170. The Minutes of proceedings of every general meeting and of the proceeding of every meeting of the Board or of every committee kept in accordance with the provisions of Section 118 of the Act shall be evidence of the proceedings recorded therein.

Presumptions

171. Where the minutes of the proceedings of any general meeting of the Company or of any meeting of the Board or of a Committee of Board have been kept in accordance with the provisions of Section 118 of the Act until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat have been duly taken place and in particular, all appointments of Directors, Key Managerial Personnel and Auditors made at the meeting shall be deemed to be valid.

**THE COMPANY SECRETARY, CHIEF EXECUTIVE OFFICER, MANAGER, OR CHIEF FINANCIAL OFFICER**

Company Secretary, Chief Executive Officer, Manager or Chief Financial Officer

172. Subject to the provisions of the Act, a Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit. Any such Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board. A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

The seal, its custody and use

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

(2) The Seal shall not be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and in the presence of at least two Directors of the Company or at least one Director and the Secretary or such other person duly authorised by the Board, both of whom shall sign every instrument to which the seal is affixed. Provided further that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and any statutory modifications for the time being in force.

**DIVIDEND**

Division of profits

174. (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid in proportion to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid. However, if and so long as nothing is paid upon any shares in the Company, dividends may be declared and paid proportion to the face value of the shares.

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- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of this regulation as paid on the share.

The Company in general meeting may declare dividends

175. The Company in general meeting may declare dividends, to be paid to members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act. No dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a lower amount of dividend in general meeting.

Dividend out of profits only

176. No dividend shall be payable except out of profits of the Company arrived at and in the manner provided for in Section 123 of the Act.

Interim Dividend

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

Debts may be deducted

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

Capital paid up in advance at interest not to earn dividend

179. Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.

Dividends in proportion to amount paid up

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

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

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

Effect of Transfer of shares

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

Dividend to Joint-holders

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

- Dividend how remitted
184. The dividend payable may be paid by cheque or warrant sent through post direct to registered address of share-holder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders which is first named on the register of members or to such person and to such address as the register of members or to such person and to such address as the holders or the joint-holder may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission or for any dividend lost, to the member or person entitled thereto by forged endorsement of any cheque or warrant or forged signature on any slip or receipt or the fraudulent recovery of the dividend by any other means.
- The Company may pay dividend through direct transfer or credit by electronic mode to the bank account of the shareholders.
- Notice of Dividend
185. Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of share in accordance with the provisions of the Act.
- Reserves
186. The Directors may, before recommending or declaring any dividend set aside out of the profits of the Company, such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors be applicable for meeting contingencies or for any other purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit.
- Dividend to be paid within thirty days
187. The Company shall pay the dividend or send warrant in respect thereof to the shareholders entitled to the payment of dividend, within thirty days from the date of the declaration unless :
- (a) where the dividend could not be paid by reason of the operation of any law;
  - (b) where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with;
  - (c) where there is a dispute regarding the right to receive the dividend;
  - (d) where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder, or
  - (e) Where for any other reason, the failure to pay the dividend or post the warrant within the period aforesaid was not due to any default on the part of the Company.
- Unclaimed dividend
188. No unclaimed dividend shall be forfeited by the Board and the Directors shall comply with the relevant provisions of the Companies Act, 1956 and / or the Companies Act, 2013, as regard unclaimed dividends.



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- No interest on dividends
189. Subject to the relevant provisions of the Companies Act, 1956 and / or the Companies Act, 2013, no dividend shall bear interest as against the Company.
190. Any general meeting declaring a dividend may on the recommendations of the Directors make a call on the members of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the Company and the members, be set off against the calls.
- Dividend in cash
191. No dividend shall be payable except in cash. Provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purposes of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by members of the Company.

**CAPITALISATION**

- Capitalisation
192. (1) The Company in general meeting may, upon the recommendation of the Board, resolve :
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the Statement of profit and loss or otherwise available for distribution, and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in the clause (3), either in or towards :
- (i) paying up any amount for the time being unpaid on any shares held by such members respectively; or
  - (ii) paying up in full unissued shares of the Company to be allocated and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
  - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).
- (3) A Securities Premium Account and a Capital Redemption Reserve Account may, for the purpose of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

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Fractional  
Certificates

- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
193. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall :
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all issues and allotments of fully paid shares, and
  - (b) generally to do all acts and things required to give effect thereto.
- (2) The Board shall have full power :
- (a) to make such provision, by issue of fractional cash certificates by payment in cash or otherwise as it thinks fit, in case the shares becoming distributable in fractions also.
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereof of respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority be effective and binding on all such members.
- (4) That for the purpose of giving effect to any resolution under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificate as they think fit.

**ACCOUNTS**

Books to be  
kept

194. (1) The Company shall keep at its registered office, proper books of accounts as would give a true and fair view of the state of affairs of the Company or its transaction with respect to :
- (a) all sum or sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;
  - (b) all sales and purchases of goods by the Company;
  - (c) the assets and liabilities of the Company; and

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- (d) if so required by the Central Government, such particulars relating to utilisation of material or labour or other items of cost as may be prescribed.

Provided that all or any of the books of accounts aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides, the Company shall within permitted time period of the decision, file with the Registrar a notice in writing giving the full address of that other place.

- (2) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provision of sub-clause (1) if proper books of accounts relating to the transaction effected at the branch are kept at that office and proper summarised returns made upto date at intervals of not more than three months are sent by the branch office to the Company at its registered office or the other place referred to in sub-clause (1). The books of accounts and other books and paper shall be open for inspection by any Director during business hours.

Inspection by members

195. (a) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company or any of them shall be open for the inspection of members not being Directors of the Company.
- (b) No member (not being a Director) shall have any right of inspecting any books of accounts or documents of the Company except as allowed by law or authorised by the Board.

Financial Statements to be furnished to general meeting

196. The Board of Directors shall, from time to time, in accordance with Section 129, 133 and 134 of the Act, cause to be prepared and laid before each Annual General Meeting, a statement of profit and loss of the financial year of the Company and a Balance Sheet made up as at the end of the financial year, which shall be a date which shall not precede the day of the meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.

Right of Members to Copies of Financial Statements & Auditor's Report

197. Any member or holder of debentures of the Company whether he is or is not entitled to have copies of the Company's financial statements sent to him shall, on demand be entitled to be furnished without charge and any person from whom the Company has accepted a sum of money by way of deposit shall on demand accompanied by the payment of a fee as fixed by the Company from time to time, be entitled to be furnished, with a

copy of the financial statements of the Company and of every document required by law to be annexed or attached thereon including the Statement of Profit and Loss and the Auditor's and Board's Report.

Provided that in accordance with provisions of Section 136 of the Act, the Company shall also place its financial statements including its consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the Company.

Provided also that the Company shall :

- (a) place separate audited financial statements in respect of each of its subsidiary on its website, if any;
- (b) provide copy of separate audited financial statements in respect of each of its subsidiary to any shareholder of the Company who asks for it.

#### AUDIT

Financial  
Statements  
to be audited

198. Once at least in every year, the financial statements of the Company shall be examined, balanced, audited and the correctness of the Statement of Profit and Loss and Balance Sheet shall be ascertained by one or more Auditor or Auditors.

Appointment,  
qualifications,  
rights and  
duties of Auditor's

199. (1) The Auditors shall be appointed and their qualifications, rights and duties shall be regulated in accordance with Section 139 to 146 of the Act.
- (2) Where at any Annual General Meeting, no Auditors are appointed or re-appointed, the Central Government may appoint a person to fill the vacancy.
- (3) The Company shall, within seven days of the Central Government's power under the sub-clause(4) becoming exercisable, give notice of that fact to that Government.
- (4) The Directors may fill any casual vacancy in the office of Auditors within thirty days, but while any such vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the Company at a general meeting convened within three months of the recommendation of the Board and he shall hold office till the conclusion of the next Annual General Meeting.
- (5) The Auditors, other than a retiring Auditors, or providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has completed a consecutive tenure of five years or ten years, as provided under Section 139(2) of the Act, shall not be capable of being appointed at an Annual General Meeting unless a special notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the

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meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to retiring Auditor and shall give notice thereof to the members in accordance with Section 115 of the Act and all the other provisions of Section 140 of the Act shall apply in the matter. The provisions of this sub-clause shall not apply to a resolution that retiring Auditor shall not be re-appointed.

**DOCUMENTS AND NOTICES**

Notice must be served or given

200. Document or notice of every meeting shall be served or given on or to (a) every member (b) every person entitled to a share in consequence of the death or insolvency of a member (c) the auditor or auditors for the time being (d) Directors of the Company. Provided that when the notice of the meeting is given by advertising the same in newspaper circulating in the neighborhood of the office of the Company under Article 87, a statement of material facts referred to in Article 88 need not be annexed to the notice, as is required by that Article, but it shall merely be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

Members bound by documents or notices served on or given to previous holder

201. Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any share be bound by every document or notice in respect of such share, which prior to his name and address being entered in the Register of Members, shall have been duly served on or given to the person from whom he derived his title to such share.

Service of documents on Company

202. A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by any of the permitted modes.

Authentication of documents and proceedings

203. Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the Company may be signed by a Director, the Managing Director or the Secretary or other authorised officer of the Company and need not be under the Common Seal of the Company.

**REGISTERS AND DOCUMENTS**

Registers and documents to be maintained by the Company

204. The Company shall keep and maintain Registers, Books and documents required by the Act or these Articles, including the followings :

- (1) Register of Mortgages and Charges together with the copies of instruments creating any charge requiring registration according to Section 85 of the Act.
- (2) Register and Index of Members and Debentures holders as required by Section 88 of the Act.
- (3) Foreign Register, if any, as required by Section 88 of the Act.

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- (4) Copies of Annual Returns prepared together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act.
- (5) Register of Directors and Key Managerial Personnel and their Shareholdings as required by Section 170 of the Act.
- (6) Register of investments made by the Company but not held in its own name as required by Section 187 of the Act.
- (7) Register of Contracts with Companies and firms in which Directors are interested as required by Section 189 of the Act.
- (8) Register of investments made by the Company in Shares and debentures of the Body Corporate in the same group as required under the Act.
- (9) Register of loans, guarantees or securities given to other Companies under the same management as required under the Act.
- (10) Any other registers and documents required to be maintained by the Company in accordance with the provisions of the Act.

Inspection of Registers.

205. The Register mentioned in clause (4) and (5) of the foregoing Article and the minutes of all proceedings of general meetings shall be open for inspection and extracts may be taken therefrom and copies thereof may be required by any member of the Company in the same manner to the same extent and on payment of the same manner to the same fees as in case of the Register of Members of the Company, provided for in Clause (2) and (3) thereof. The copies of entries in the Registers mentioned in the foregoing Article shall be furnished to the persons entitled to the same on such days and during such business hours as may consistently with the provision of the Act in that behalf be determined by the Company in general meeting.

**WINDING UP**

Distribution of Assets

206. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in the proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively and if in a winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively. This Article is without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Distribution in  
specie or kind

207. (1) If the Company shall be wound up whether voluntarily or otherwise, the liquidator may with the sanction of a special resolution divide amongst the contributories in specie or kind any part of the assets of the Company and may with the like sanction, vest any part of the assets of the Company in Trustees upon, such trusts for the benefit of the contributories or any of them as the Liquidator shall think fit.
- (2) If thought expedient, any such division may subject to the provision 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 prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to Section 494 of the Companies Act, 1956.
- (3) In case any shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall if practicable act accordingly.

Rights of  
shareholders  
in case of sale

208. A special resolution sanctioning a sale to any other Company duly passed pursuant to Section 495 of the Companies Act, 1956 may subject to the provisions of the Act, in like manner as aforesaid determine that any shares or other consideration receivables by the Liquidator 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 sanction.

Indemnity rights  
of Director  
and other

209. Subject to the provision of the Act, every Director or Officer or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as auditor, shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company, to pay all costs, charges, losses, and damages which any such person may incur or become liable to, by reason of any contract entered into or any act, deed, matter or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustained through or by his own wrongful act, neglect or default) including expenses and in particular and so as not to

limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Officer or Auditor or other Officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Companies Act, 1956 in which relief is granted to him by the Court.

Director, Officer  
not responsible  
for acts of others

210. Subject to the provisions of Section 197 of the Act, no Director, Auditor or other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses 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 damages arising from the insolvency or tortuous act of any person, firm or company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part or for any other loss, damage, or misfortune whatever shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

#### SECRECY CLAUSE

Secrecy Clause

211. 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 Director, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting to all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties relate and except when required to do so by the Directors or by law or by the person to whom such matters which may come to his knowledge in the discharge of his duties except so far as may be necessary in order to comply with any of the provisions, in these presents contained.

No member to  
enter the  
premises of the  
Company  
without  
permission

212. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director or to inquire, discovery of or any information regarding any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.



We the several persons whose names and addresses are subscribed hereto are desirous of being formed into a Company in pursuance of these Articles of Association and we respectively agree to take the number of shares of the Capital of the Company set opposite to our respective names.

Sr. No.	Signatures, Names, Addresses, Description and Occupation of Subscribers	Number of equity shares taken by each Subscribers	Signatures, Name, address, description and Occupation of Witness
1.	<b>Sd/- C. M. Shah</b> Chhaganlal Motilal Shah S/o. Motilal Shah 10, Kailash Niketan L.D. Ruparel Marg, (Ridge Road) Malabar Hill, Bombay - 400 006 Business Consultant	10 (Ten)	<b>Sd/- A. Rubens</b> <b>ASHER GEORGE RUBENS</b> S/o George Rubens Managing Clerk of M/s. Kanga & Company Advocates & Solicitors Ready Money Mansion, 43 Veer Nariman Road, <b>Bombay - 400 025 (Service)</b>
2.	<b>Sd/- M. L. Bhakta</b> Mansingh Laxmidas Bhakta S/o. Laxmidas M. Bhakta 4, Sagar Villa 38, Bhulabhai Desai Road Bombay - 400 026 Advocate & Solicitor	10 (Ten)	
3.	<b>Sd/- A. M. Desai</b> Atul Manubhai Desai S/o. Manubhai Desai C-16, Parvati Mansion Lamington Road Bombay - 400 007 Advocate & Solicitor	10 (Ten)	
4.	<b>Sd/- K. M. Vassonji</b> Kishore Madhavsinn Vassonji S/o. Madhavsinn Vassonji Cube Castle Parade Bombay - 400 005 Advocate & Solicitor	10 (Ten)	
5.	<b>Sd/- B. D. Damodar</b> Bharat Damodar Damodar S/o. Damodar Devji Damodar 22, Walkeshwar Road Bombay - 400 006 Advocate & Solicitor	10 (Ten)	
6.	<b>Sd/- S. C. Maheshwari</b> Subhash Chandra Maheshwari Son of Krishna Swaroop Maheshwari A-81, New Friends Colony New Delhi - 110 025 Business Executive	10 (Ten)	
7.	<b>Sd/- Sandeep H Junnarkar</b> Sandeep Hemendra Junnarkar S/o Hemendra S. Junnarkar 73, Mamta 'A', Dr. A. Marathi Marg Prabhadevi, Bombay - 400 025 Advocate & Solicitor	10 (Ten)	
		Total 70 (Seventy)	

Bombay, Dated this 7<sup>th</sup> day of August, 1984