



प्रारूप. आई. आर.
FORM I. R.

CERTIFICATE OF INCORPORATION

No. 04-16917 of I - 1992

I hereby certify that

GUJARAT INTRUX LIMITED

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

*Given under my hand at Ahmedabad this
EIGHTH day of JANUARY One thousand nine hundred and
NINETY TWO.*



Sd/- 8-1-92
[S. K. RAVI]
Registrar of Companies
GUJARAT.
Dadra & Nagar haveli

Co. No. 04-16917

**CERTIFICATE FOR
COMMENCEMENT OF BUSINESS**

Pursuant of - section 149 (3) of the Companies Act, 1956

I hereby certify that the GUJARAT INTRUX LIMITED. Which was incorporated under the Companies Act, 1956 on the EIGHTH DAY of JANUARY, 1992 and Which has this day filed a duly verified declaration in the prescribed form that the conditions of section 149 (1) (a) to (d) 149 (2) (a) to (c) of the said Act, have been complied with, is entitled to commence business.

Given under my hand at AHMEDABAD this TWENTY EIGHTH day of JANUARY One thousand nine hundred and NINETY TWO.



Sd/- 28-1-92
[S. K. RAVI]
Registrar of Companies
GUJARAT.

MEMORANDUM OF ASSOCIATION

of

GUJARAT INTRUX LIMITED

- I. The name of the company is **GUJARAT INTRUX LIMITED**.
- II. The Registered office of the Company will be situated in the state of Gujarat.
- III. The objects for which the Company is established are :
 - (A) **The main objects of the Company to be pursued by the Company on its incorporation are:**
 1. To manufacture, extrude, forge, cast, fabricate, smelt, process, roll, stamp, prepare, press, shape, draw, buy, sell, import, export, indent and deal in all ferrous and non-ferrous metals and alloys as well as scraps and products there of such as ingots, billets, rods, tubes, sections, ropes wires, plates, sheets, angles channels, strappings, pipes, bars, slabs, blooms and other shapes and forms.
 2. To polish, refine, anodise, anneal, ageharden, metallise, electroplate, aluminise, heat-treat or do any type of treatment, testing and coating of things of metals, alloys and composites.
 3. To do and to undertake jobs, works, and jobworks of manufacturing and extruding extrusions of all descriptions and sizes, castings, rolling, drawing, metal forming and working, foundering, forging, and polishing of all ferrous and non-ferrous metals and alloys.
 - (B) **The Objects incidental or ancillary to the attainment of the Main Objects are :**
 1. To purchase, import, construct, take on lease or hire or otherwise acquire any lands, houses, offices, workshops, factories, buildings and other premises and fixed or movable machinery, plants, presses, furnaces, process-lines, tools, implements, patterns, equipments, components, stock-in-trade including completely knocked down packs, cables, wires, dynamos, patent rights and other movable and immovable articles, properties and goods convenient to be used in carrying on the business of the Company.

2. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent-rights, formula, discoveries, trademarks designs, processes, devices, licences, concessions, secret or other information and the like conferring any exclusive or non-exclusive or limited right to their use which may seem to be expedient or convenient or calculated, directly or indirectly, to benefit the Company, and to use, exercise, develop or grant licences or sub-licences in respect of or otherwise turn to account the property rights and information so acquired or to experiment upon, test or improve any such patents, formula, inventions, designs, rights and information and to expend monies therefor.
3. To establish, provide, maintain and conduct or otherwise subsidise research centres or laboratories and experimental workshops for scientific and technical researches and experiments and to undertake and carry on all scientific and technical researches, experiments and tests and to promote, subsidise or pay for studies and researches, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences, and by providing the remuneration of scientific or technical professors or teachers and by establishing, underwriting or providing for scholarships, prizes, grants and subsidies to students or otherwise and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the above businesses of the Company including assisting and setting up of ancillary and other units in establishing plants for the manufacture of the products mentioned in Main Objects Clauses above.
4. To construct, improve, maintain, develop, alter, repair, pull down, restore, work, manage, carry out or control any roads, docks, piers, railway sidings, warehouses and other structures, works and conveniences which may seem calculated to advance the Company's interests and to contribute to or subsidise or otherwise assist or take part in the construction, improvement, maintenance working and management for attaining the objects of the Company, directly or indirectly.
5. To pay for any rights, privileges or properties including plants, machinery and other equipments acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company wholly or in part either by cash payment or by allotment to him or them of fully or partly paid up shares of the Company or both or otherwise.
6. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
7. To act as consultants, technical, financial, commercial, personnel, marketing, purchasing, quality control, operational, for projects, in any manner or form whatsoever, in advisory or any other capacity, either by itself solely or in conjunction with other units, so as to render services emanating from above referred activities either directly or otherwise, beneficial and expedient for the furtherance of the objects of the Company.
8. To undertake and transact all kinds of agency business related to the businesses of the Company.
9. To establish depots, agencies, retail showrooms, workshops, mobile or otherwise, service centres, trial rooms, tracks, godowns and other storing, distributing and marketing facilities and to provide and equip them with tools and equipments for repairs and services necessary for the attainment of the objects of the Company.
10. To adopt such means of making known the products or businesses of the Company as may seem expedient and in particular by publicity and advertising in the press, circulars, exhibition, demonstration, publication of books, pamphlets and periodicals and sponsoring rallies, competition of motor vehicles of all kinds and descriptions and by granting prizes, rewards and donations in connection therewith.
11. To sell goods assembled and manufactured by the Company on hire-purchase or easy payment system or on credit and to lend money or property on mortgage of immovable property or on hypothecation or pledge of movable property or without security and on such terms as may seem expedient to the Company and in

particular to customers, employees of the Company and persons having dealings with the Company provided that the Company shall not carry on Banking business.

12. Subject to the provisions of sections 58A, 292 and 293 of the Companies Act, 1956, to raise or borrow or secure the payment of any money, debt or obligation in such manner and on such terms and with such rights, powers, and privileges as may be deemed expedient and in particular by issue of any debenture-stocks, debentures, shares, bonds, notes, bills of exchange or other obligations or securities of the Company or by mortgage of and charge over all or any of the uncalled capital of the Company and to purchase, redeem and pay off any such securities and to guarantee the payment of money, unsecured or secured by or payable under or in respect thereof.
13. To refer or agree to refer any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives or between the Company and third parties, to arbitration in India or at any place outside India, and observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
14. Subjects to the restrictions imposed by the Banking Regulations Act, 1949 and the provisions of sections 58A, 292 and 293 of the Companies Act, 1959 and the rules made thereunder or any directions/regulation in respect thereof by Reserve Bank of India to receive fixed or other deposits not withdrawable by cheques, drafts or orders and to pay such rate of interest thereon as may be deemed appropriate by the Company.
15. Upon any issue of shares, debentures or other securities of the Company, to employ any person, firm or company as brokers, commission agents, financial consultants, underwriters and managers to the issue and to provide for the remuneration of such persons for their services by payment in cash whether by way of commission or otherwise or by the issue of shares, debentures or other securities of the Company or by granting of options to take the same or in any manner allowed by law.
16. To operate Bank accounts for company's business and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities.
17. To distribute among the members in specie or in kind any property of the Company including in particular privileges and concessions and any shares and securities of other companies belonging to the Company, or any proceeds of sale or disposal of any property of the Company, subject always to the provisions of applicable laws, if any, in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction required by law.
18. To guarantee the payment of money including principal, interest unsecured or secured or required or payable under or in respect of promissory notes, bonds, debentures, debenture-stocks, shares, securities, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, national, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not and to guarantee or become sureties for the performance of any contracts or obligations and to give indemnities of all kinds as may be necessary for the purpose of the Company or as may be considered to directly or indirectly further the objects of company.
19. To pay, out of the Company's funds, the cost and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of this Company including all the pre-incorporation expenses and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation of any company promoted by this Company.
20. Subject to the approval of the shareholders under section 293 of the Companies Act, 1956, to sell, exchange, mortgage, hire, let on lease, pledge, hypothecate. grant licences, easements, options and other rights over and

- in any other manner and to deal with or dispose of the whole or any part of the undertaking, property movable or immovable, easements, privileges, assets, rights and effects of the Company for such considerations as may be thought fit and in particular for stocks, shares or debentures whether fully or partly paid up; or securities of any other Company having objects in whole or in part similar to those of the Company or on payment of any royalty or tribute.
21. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement of industrial or labour problems or the promotion of industry or trade in general.
 22. To do all or any of the matters and things hereby authorised whether alone or in conjunction with others as principals, agents, trustees, contractors, licencees or by or through any principals, trustees, agents, sub-contractors or otherwise.
 23. To procure the registration or recognition of the Company or its offices in or under the laws of any place outside India.
 24. To open, form, establish, acquire, incorporate, float or promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets and liabilities or control, management or development of the Company or any other object or objects which, in the opinion of the company could directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company.
 25. Subject to provisions of section 372 and other applicable provisions of the Companies Act, 1956 and the MRTP Act, 1969, to take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company.
 26. To lend money to such persons or companies on such terms as may seem expedient, and in particular to employees or ex-employees, customers and others having dealings with the Company and to give any guarantee or indemnity that may seem conducive to the business of the company provided that company shall not carry on business of Banking within the meaning of the Banking Regulation Act, 1949.
 27. Subject to the provisions of the Companies Act, 1959, to amalgamate or merge or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person, or persons, or company or Companies carrying on or engaged in, any business or transaction which this company is authorised to carry on or engage in.
 28. To acquire and undertake all or any part of the business, property and liabilities of any person or persons, or company or firm carrying on or proposing to carry on any business which this Company is authorised to carry on or possess property suitable for the purposes of the Company.
 29. To enter into any arrangements and agreements and to appear, represent and take all necessary and proper steps with any Government, Central or State or with any authorities, national, local, municipal, courts, tribunals, commissions, judicial authorities or before any other forum or otherwise of any place in respect of matters that may seem conducive to objects of the Company or its business and to obtain from any such Government or authority any grants, rights, privileges, contracts, licences and concessions which the Company may think desirable or required to obtain, and to carry out, exercise, turn to account or dispose of the same.
 30. To obtain from any Government, Central or State, any order or direction or right or privilege or from Parliament, State, municipal, or other legislative body, rule or regulation which is advantageous to or is for enabling the Company to carry out its objects or which may seem advantageous to the Company or for effecting any modification of the Company's constitution or for any purpose which may seem expedient for attainment of the objects of the Company and to oppose any applications, proceedings or proposed actions and omissions which seem calculated or appear, directly or indirectly, to prejudice the interests of the Company.

31. To adopt and undertake the financial, commercial and such other contractual obligations as might have been undertaken by such persons, firms or companies as promoters or otherwise for the benefit of this Company before its incorporation and pay out of the Company's funds, the cost and expenses incurred to such persons, firms or companies as promoters or otherwise in connection with and or matters relating to the said obligations. Such obligations as may be undertaken by this Company shall be as valid and effectual as if these were undertaken by the Company after incorporation.
32. To subscribe for, acquire, hold and sell shares, share-stocks, debentures, debenture-stock, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any Government, sovereign, ruler, comissioners, trust, municipal, local or other authority or body of whatever nature, whether in India or elsewhere, as trade investments and buy and sell foreign exchange in accordance with applicable laws and generally subject to approval under provisions of the Companies Act, 1956 to invest and deal with the moneys of the Company in such manner and extent as from time to time may be thought proper and to hold, sell or otherwise deal with such investments as may be deemed necessary.
33. Subject to the provisions of the Companies Act, 1956, to undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise and on such terms as may be considered expedient and to vest any real or personal property, rights, privileges or interests acquired by or belonging to the Company, in any person or company of or for the benefit of the Company, its members and employees and with or without any declared trust in favour of the Company.
34. To apply any of the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund which is in any way connected with any trade or business or commerce generally and particularly with any association, institution or fund for the promotion of businesses which the native company is authorised to carry on hereunder or for the protection of the interests of owners and employees against loss by bad debt, strike, combination/fire accident or otherwise or for the benefit of any employees or others at any time employed by the Company or any of its predecessors in business or their families or dependants and whether or not is common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational, religious and charitable institutions, dining and recreation rooms, schools and hospitals and to grant gratuities, pensions and allowances and subject to section 293A of the Companies Act, 1956 to contribute to any fund raised by public or local subscription for any purpose charitable or otherwise.
35. To establish and maintain or procure the establishment and maintenance of or contribute to any contributory or non-contributory pension or superannuation or provident funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, contributions, allowances or emoluments and also establish, for any person who is or was at any time in the employment or service of the Company or Company allied to or associated with the Company or with any subsidiary Company thereof or whose services have been transferred to the Company.
36. To provide housing, educational, recreational and other amenities and facilities for employees and such other persons as the Company may deem expedient including directors and their wives, widows, families and dependants and to establish or subscribe to or subsidise any institutions, associations, clubs or funds, calculated to be for the benefit of or to advance the interest and well-being of such persons, the Company, or its members, and to make payments to or towards the medical expenses or insurance of any such persons as aforesaid, and to grant compensation, gratuities or other aid to such persons as aforesaid either alone or in conjunction with any other Company allied to or associated with or a subsidiary of the Comapny.
37. Subjects to the provisions of section 293A of the Companies Act, 1956, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object to any institution, society or any other body, political or apolitical.

38. To undertake, manage, finance, promote, sponsor, associate with or carry out either individually or in association in any manner with any other person or Government authority or otherwise any programme of rural and agricultural development or for promoting the social and economic welfare of, or the upliftment of the public in any rural area which the Directors consider to promote and assist in rural development and that the word 'rural area' shall include such areas as may be regarded as rural areas under the provisions of the Income-tax Act, 1961, or any statutory modification or re-enactment thereof or under any other law relating to rural development for the time being in force and the Directors may in their discretion transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or Local body or Central or State Government or any other appropriate authority as the Directors may approve and without prejudice to the generality of the foregoing to subscribe, donate, establish, provide, maintain, conduct, subsidise, undertake, associate with, carry on and promote studies, research, experimental work and application of technology, in any field of human endeavour, by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first-aid centres and other technical, scientific, agricultural or any other institutions and bodies for the development and education, medicine, human welfare, agriculture, horticulture, animal husbandry, dairy product, cottage, small scale and any other industry.
39. To let on lease or hire the whole or any part of the movable and immovable property and undertaking of the Company on such terms as the Company shall determine.

(C) The other objects for which the Company is established are :

1. To carry on the business of management and financial consultants and to take part in formation, promotion, management, control or supervision of any business of any person, firm or company and to act as administrators, executors, receivers, trustees;
2. To carry on or undertake the business of manufacturing, trading, hire-purchase, leasing, hiring or letting on hire all kinds of plants, machineries, equipments, goods, article of things and other tangibles used in/required for any ferrous or non-ferrous industry;
3. To carry on the business of promoters, developers, organisers of lands, estates, properties, housing-societies, office-complexes, shopping centres, industrial estates, townships, warehouses, godowns, hotels, motels and to deal in, buy, sell, lease and let on hire any such property ;
4. To undertake, carry on or acquire agency of any kind and to act as agents and brokers of any manufacturers, buyers, merchants, traders, or any other person, firm or company and to transact all types of consultancy which any person, firm or company may legally undertake ;
5. To manufacture, buy, sell import, export and deal in any tele-communication and electronic equipments, computers, business machines, printing and xerox machines, coolers, airconditioners, heaters and heat-exchangers, automobiles, earthmoving and mining equipments, engines and generators, compressors, boilers, metal working machineries, electrical and hydraulic and pneumatic instruments, gadgets, appliances, soaps and detergents, chemicals and gases, containers and cylinders and storage tanks, yarn and fabrics of all types, wood and wooden articles, packaging materials, furnaces, refractories, crucibles, jigs, dies, moulds, building materials.

IV THE LIABILITY OF THE MEMBERS IS LIMITED.

- V. The authorised share capital of the company is Rs. 3,60,00,000/- (Three Crore Sixty Lacs) divided into 36,00,000 (Thirty Six Lacs) equity shares of Rs. 10/- (Rupees Ten) each.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Memorandum of Association and respectively agree to take the number of shares in the capital of the Company set of opposite our respective names:

Name, addresses, descriptions and occupations of subscribers	Number of shares taken by each subscriber	Signature of the witness & their address, descriptions and occupation
Sd. RAMAN DEVJIBHAI SABHAYA S/o. Devjibhai Sabhaya 65/A, Panchavati Society Road no.4, RAJKOT. occu. : Industrialist	100 [One Hundred]	
Sd. DHIRAJ DHARAMSHIBHAI PAMBHAR S/o. Dharamshibhai Pambhar 4, Ranchhodnagar Society, RAJKOT. occu.: Architect	100 [One Hundred]	
Sd. DILIP MULJIBHAI DUDHAGARA S/o. Muljibhai Dudhagara Etna, L-92 Housing Board West, St. no. 8, RAJKOT. occu.: Industrialist	100 [One Hundred]	
Sd. AMRUT JETHALAL KALARIA S/o. Jethalal Kalaria 61, Geeta Apartment, 25, New Jagnath, RAJKOT. occu. : Industrialist	100 [One Hundred]	
Sd. MADHUBHAI SHAMBHUBHAI PATOLIA S/o. Shambhubhai Patolia Pratik, 101, Astron Society, RAJKOT. occu. : Industrialist	100 [One Hundred]	
Sd. RAMNIK MANJIBHAI BUSA S/o. Manjibhai Busa 3, Shri Nivas Colony, opp. S.T.Depo, JAMNAGAR occu. : Business	100 [One Hundred]	
Sd. BHARAT MULJIBHAI CHOKSI S/o. Muljibhai Choksi Shreeji Sadan.Kanta Vikas Gruh Road, RAJKOT occu. : Business	100 [One Hundred]	
Sd. JAGDISH PURSHOTTAMBHAI DETHANIA S/o. Purshottambhai Dethania "Kailash", Shakti Society, Sant Kabir Road, RAJKOT occu. : Business	100 [One Hundred]	
Dated this 18th day of December, 1991.	800 [Eight hundred] Place : Rajkot	

Common witness to all
Sd/-
HASMUKH B. KALARIA
Chartered Accountant
S/o. Bhagwanjibhai B. Kalaria
22, Jay Khodiyar Comm. Centre,
Rajputpara Main Road, RAJKOT - 1.
Occu. : Practicing Chartered Accountant

ARTICLES OF ASSOCIATION
OF
GUJARAT INTRUX LIMITED

Table A not to apply but Company to be governed by these Articles.

1. The regulations contained in Table A, in the First Schedule to the Companies Act, 1956 shall not 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 in reference to the repeal or alteration of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 1956, be such as are contained in these Articles.

INTERPRETATION

2. Interpretation Clause:

In the interpretation of these Articles the following expression shall have the following meaning, unless repugnant to the subject or context.

"The Act" or "the said Act"

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

"The Board" or "Board of Directors"

"The Board" or the "Board of Directors" means a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board, or the requisite number of Directors entitled to pass a Circular resolution in accordance with the Articles.

"The company" or "This company"

"The Company" or "This Company" means **GUJARAT INTRUX LIMITED**

"Directors":

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

"Dividend"

"Dividend" includes bouns.

"Gender"

Words importing the masculine gender, also include the feminine gender.

"Month"

"Month" means a calendar month.

"Office"

"Office" means the Registered Office for the time being of the company.

"Persons"

"Persons" includes corporations as well as individuals.

Plural number

Words importing the plural number, also include the singular number.

"These Presents" or "Regulations"

"These Presents" or "Regulations" means these Articles of Association as originally framed or altered from time to time and includes the Memorandum where the context so requires.

"Seal"

"Seal" means the Common Seal for the time being of the company

"Member"

"Member" means the duly registered holder from time to time of the shares of the company, but does not include a bearer of a share warrant of the company issued in pursuance of section 114 of the Act.

"Proxy"

"Proxy" means an instrument whereby any person is authorised to vote for a member at a General Meeting or Poll.

"Board of Directors"

"Board of Directors" or "Board" means the Board of Directors of the company.

"Auditors" and "Agents"

"Auditors" and "Agents" means those respective officers for the time being of the company.

"Extraordinary General Meeting"

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

"Meeting" or "General Meeting"

"Meeting" or "General Meeting" means a meeting of members.

"Year"

"Year" means the financial year of the company.

"In Writing"

"In Writing" means written or printed or partly written and partly printed or lithographed or type written or other substitute for writing.

"Company's Regulations":

"Company's Regulations" means the regulations for the time being for the management of the company.

"Singular Number" :

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

Head Lines:

The head lines hereto shall not affect the construction hereof.

Other expressions:

Subject to the foregoing, words or expressions contained in these regulations shall, unless the context otherwise requires have the same meaning as in the Act or any statutory modification thereof.

CAPITAL

3. Capital

The authorised share capital of the company is Rs. 3,60,00,000/- (Three Crore Sixty Lacs) divided into 36,00,000 (Thirty Six Lacs) equity shares of Rs. 10/- (Rupees Ten) each. (amended w.e.f. 20th April 1993 (EGM))

4. Increase of Capital

Subject to the provisions of the Act, the company may in General Meeting; from time to time, by Special Resolution increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe.

5. Further issue of capital how disposed of

(1) Where at any time subsequent to the first allotment of shares in the company, it is proposed to increase the subscribed capital of the company by the allotment of further shares, then, subject to any directions to the contrary which may be given by the company in General Meeting, in conformity with the provisions of section 81 (1 A) of the Act. and subject only to those directions :

- (a) such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity share of the company in proportion as nearly as circumstances admit, to the capital paid up on those shares at that date ;
 - (b) the offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined ;
 - (c) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (b) shall contain statement of this right;
 - (d) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as it thinks most beneficial to the company. The Board may likewise so dispose of any new shares which by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares, cannot in the opinion of the Board be conveniently offered under this Article.
- (2) Nothing in sub-clause (c) of clause (1) shall be deemed :-
- (a) to extend the time within which the offer should be accepted, or
 - (b) to authorise any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

6. Redeemable Preference Shares

Power to issue redeemable preference shares:

- (1) Subject to the Act and the provisions of this Article, the company may by an ordinary resolution issue preference shares which are, at the option of the company be liable to be redeemed.

Provided that:

- (a) no such shares shall be redeemed except out of profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;
 - (b) no such shares shall be redeemed unless they are fully paid;
 - (c) the premium, if any, payable on redemption shall have been provided for out of the profits of the company or out of the company's share premium account, before the shares are redeemed;
 - (d) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed; and the provisions of the Act relating to the reduction of the share capital of the company shall, except as provided in this Article, apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.
- (2) Subject to the provisions of the Act and this Article, the redemption of preference shares may be effected on such terms and in such manner as the company may determine.
- (3) The redemption of preference shares under this Article by the company shall not be taken as reducing the amount of its authorised share capital.
- (4) Where in pursuance of this Article the company has redeemed or is about to redeem any preference shares, it shall have power to issue shares upto the nominal amount of the shares redeemed or to be redeemed as if those shares had never been issued, and accordingly the share capital of the company

shall not, for the purpose of calculating the fees payable under section 611 of the Act, be deemed to be increased by the issue of shares in pursuance of this sub-clause.

Provided that, where new shares are issued before the redemption of the old shares, the new shares shall not, so far as relates to stamp duty, be deemed to have been issued in pursuance of this sub-clause unless the old shares are redeemed within one month after the issue of the new shares.

- (5) The capital redemption reserve account, may notwithstanding anything in this Article, be applied by the company, in paying up unissued shares of the company to be issued to members of the company as fully paid bonus shares.

7. Power of company to alter its share capital

- (1) The company may from time to time by ordinary Resolution-
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) convert all or any of its 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 is fixed by the Memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
 - (d) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
- (2) The powers conferred by this Article shall be exercised by the company in General Meeting and shall not require to be confirmed by the Court.
- (3) A cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of share capital within the meaning of the Act.

8. Notice to Registrar on alteration of capital

If the company shall exercise the powers conferred on it under clauses (b), (c), (d) or (e) of the last preceding Article or redeem any redeemable preference shares, it shall, within thirty days after doing so give notice thereof to the Registrar, specifying as the case may be the shares consolidated, divided, converted, sub-divided, redeemed or cancelled or the stock reconverted.

- (1) If the company, (whether its shares have or have not been converted into stock) increases its share capital beyond the authorised capital, it shall file with the Registrar notice of the increase of capital within thirty days after the passing of the resolution authorising the increase.
- (2) The notice to be given as aforesaid shall include particulars of the classes of shares affected and the conditions, if any, subject to which the new shares have been or are to be issued.

9. Reserve Liability

The company may, by Special Resolution, determine that any portion of its share capital which has not been already called up shall not be capable of being called up, except in the event and for the purposes of the company being wound up, and thereupon that portion of its share capital shall not be capable of being called up except in that event and for those purposes.

10. Reduction of Capital

The company may, from time to time, by Special Resolution, reduce its capital from any capital redemption fund or any share premium account in any manner and with and subject to any incident for the time being

authorised or consent required 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. The provisions of sections 100 to 105 of the Act shall apply to the reduction.

11. Modification of Rights

- (1) If at any time the share capital is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of sections 106 and 107 of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of the class, or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class.
- (2) To every such separate meeting the provisions of these regulations relating to general meeting shall mutatis apply, but so that the necessary quorum shall be five persons at least holding or representing by proxy one-third of the issued shares of the class in question. The Article is not to be any implication to curtail or derogate from any power the company would have if this Article was omitted.
- (3) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

SHARES

12. Register and Index of Members and Branch Register.

The company shall cause to be kept a Register and Index of Members in accordance with sections 150 and 151 of the Act. It shall give inspection of the Registers, Indexes, returns and copies of certificate and other documents referred to in sections 163 and 196 of the Act and furnish a copy thereof as provided in the said section. The company may keep in any State or Country outside India a branch register of members or debenture holders resident in that State or Country. The provisions of sections 157 and 158 of the Act shall apply thereto.

13. Shares to be numbered progressively and no share to be sub-divided except as per Article.

The shares in the Capital shall be numbered progressively according to their several denominations, and except in the manner herein mentioned no shares shall be sub-divided.

14. Sub-Division of shares.

As provided in Article 12, the company shall have the power at any time to sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum so however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

15. Share at the disposal of the Directors.

Subject to the provisions of the Act and of these Articles, the shares in the Capital for the time being, shall be at the disposal of the Board who may allot and dispose of the same or any of them to such person in such proportions and on such terms and conditions, and at par or premium or (subject to the provisions of the Act) at a discount as it may, from time to time, think fit and proper. In particular, the Board may allot and issue the shares as part or full payment for any property sold or transferred, goods, or machinery supplied or for services rendered to or amount spent for the purposes of the company in or about the formation or promotion of the company or the conduct of its business and any shares which may be allotted may be issued as fully paid up shares, and if so issued, shall be deemed to be fully paid up shares. Provided that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in General Meeting. (amended w.e.f. 28th Jan. 1994 (EGM))

16. Acceptance of shares

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

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

The money (if any) which the Board shall on the allotment of any shares being made by it require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by it shall, immediately by insertion of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt due to and re-coverable by the company from the allottee thereof, and shall be paid by him accordingly.

18. Liability of Members

Every member, or his heirs, executors or administrators, shall pay to the company the proportion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon in such amounts, at such time or times, and in such manner, as the Board shall, from time to time, in accordance with the company's regulations, require or fix for the payment thereof.

19. Share Certificate

Every member or allottee or transferee of shares shall be entitled without payment to receive within the time as provided in section 113 of the Act one certificate under the Common Seal of the company, in such form as the Board shall prescribe or approve specifying the share or shares allotted or transferred to him and the amount paid thereon and such certificate shall be signed in full by any one Director and countersigned by the Managing Director. Any two, or more joint allottees or transferees of share shall, for the purpose of the 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 any one of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound to prescribe a charge not exceeding Rupee one.

20. Renewal or replacement of Certificates

- (1) If a certificate be torn through, defaced, mutilated or proved to be destroyed or lost or if there is no further space on the back thereof for endorsement of transfer, it shall on request, be replaced by a new certificate provided however, that such new certificate shall not be granted except upon delivery of the torn through, defaced or mutilated or used up certificate for the purpose of cancellation or upon proof of destruction or loss, and such indemnity as the Board may require in the case of the certificate having been destroyed or lost. Every renewal certificate shall be marked as such.
- (2) Company to comply with the Companies (issue of Share Certificate) Rules 1960.
The company shall in regard to the issue of share certificates and of duplicate thereof and in regard to renewal of share certificates comply with the provisions of the Companies (issue of share Certificate) Rules, 1960 and such other regulations as may from time to time be prescribed.

21. The first named of joint-holders deemed sole holder.

If any share stands in the names 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 matters connected with the company, except voting at meetings and the transfer of the shares, be deemed the sole holder thereof but the joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share, and for all incidents thereof according to the company's regulations.

22. Company not bound to recognise any interest in shares other than that of registered holder

The company shall not (except as ordered by a Court of competent jurisdiction or by the Act required) be

bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these presents otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these presents, in the person from time to time registered as the holder thereof; but the Board shall be at liberty at its sole discretion, to register any share in the joint names of any two or more persons or the survivors or survivor of them.

23. Funds of Company not to be applied in purchasing or lending on shares of the Company

Except as provided by the Act, none of the funds of the Company shall be applied in the purchase of or in lending on security of any shares of the company.

24. Payment of interest out of capital

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

25. Restriction on Allotment

In making allotment of any share capital of the Company, the company shall comply with sections 69 and 70 and sections 72 to 74 of the Act.

26. Return as to Allotment

(1) Where the company makes any allotment of its shares, the company shall comply with section 75 of the Act and within thirty days thereafter:

- (a) file with the Registrar a return of the allotment, stating the number and nominal amount of the shares comprised in the allotment, the names, addresses and occupations of the allottees, and the amount, if any, paid or due and payable on each share.
- (b) in the case of shares (not being bonus shares) allotted as fully or partly paid up otherwise than in cash, produce for inspection and examination of the Registrar, a contract in writing constituting the title of the allottee to the allotment, together with any contract of sale, or a contract for services or other consideration in respect of which that allotment was made, such contract being duly stamped, and file with the Registrar copies verified in the prescribed manner, of all such contracts and a return stating the number and nominal amount of shares so allotted, the extent to which they are to be treated as paid up, the consideration for which they have been allotted; and
 - (i) file with the Registrar in the case of bonus shares a return stating the number and nominal amount of such shares comprised in the allotment and the names, addresses and occupations of the allottees and a copy of the resolution authorising the issue of such shares;
 - (ii) in the case of issue of shares at a discount, the documents specified in sub-clause (ii) of clause (c) of sub-section 1 of the section 75.
- (c) in the case of bonus shares, file with Registrar, a return stating the number and nominal amount of the bonus shares so allotted.

(2) Where a contract such as is mentioned in clause (b) of sub-section (1) is not reduced to writing, the company shall, within thirty days after the allotment, file with the Registrar, the prescribed particulars of the contract stamped with the same stamp duty as would have been payable if the contract had been reduced to writing.

- (3) Noting in this Article shall apply to the issue and allotment by the company of shares which under the provisions of these Articles were forfeited for non-payment of calls.

COMMISSION, BROKERAGE AND DISCOUNT

27. (1) **The company may pay commission to any person in consideration of:**

- (a) his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in or debentures of the company, or
- (b) his procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in, or debentures of the company, provided the following conditions are fulfilled:
 - (i) The commission does not exceed, in the case of shares, five per cent of the price at which the Shares are issued; and in the case of debentures, two and a half per cent of the price at which the debentures are issued.
 - (ii) The amount or rate per cent of the commission is:
 - (a) in the case of shares or debentures offered to the public for subscription disclosed in the prospectus; and
 - (b) in the case of share or debentures not offered to the public for subscription, disclosed in the statement in lieu of prospectus, or in a statement in the prescribed form signed in the like manner as the statement in lieu of prospectus and filed before the payment of the commission with the Registrar, and where a circular or a notice, not being a prospectus inviting subscription to the shares or debentures, is issued, also disclosed in that circular or notice.
 - (iii) the number of shares or debentures which persons have agreed for a commission to subscribe absolutely or conditionally is disclosed in the manner aforesaid, and
 - (iv) a copy of the contract for the payment of the commission be delivered to the Registrar at the time of the delivery of the prospectus for registration.

- (2) Save as aforesaid and save as provided in Article hereof, the company shall not allot any of its shares or debentures or apply any of its moneys, either directly or indirectly for payment of any commission, discount or allowance, to any person in consideration of:

- (a) his subscribing or agreeing to subscribe absolutely or conditionally, for any shares in, or debentures of the company, or
- (b) his procuring or agreeing to procure subscription, whether absolute or conditional for any shares in, or debentures of the company:

whether the shares, debentures or money be so allotted or applied by being added to the purchase money of any property acquired by the company or to the nominal purchase money or contract price, or otherwise.

- (3) Nothing in this Article shall affect the power of the company to pay such brokerage as it has heretofore been lawful for the company to pay.
- (4) A vendor to promoter of, or other person who receives payment in shares, debentures, or money from the company shall have and shall be deemed always to have had power to apply any part of the shares, debentures or money so received in payment of any commission the payment of which, if made directly by the company would have been legal under this Article.
- (5) No commission shall be paid under clause (a) of sub-section (1) to any person on shares or debentures which are not offered to the public for subscription; provided that where a person has subscribed or agreed to subscribe under clause (a) of sub-section (1) for any shares in or debentures of the company and before the issue of the prospectus or statement in lieu thereof any other person or persons has or have subscribed for any or all of those shares or debentures, and that fact together with the aggregate

amount of commission payable under this Article in respect of such subscription is disclosed in such prospectus or statement, then the company may pay commission to the first mentioned person in respect of such subscription.

28. Restrictions on purchase by the company or loans by company for the purchase of its own shares

- (1) The company shall not have power to buy its own shares unless the consequent reduction of capital is effected and sanctioned in pursuance of sections 100 to 104 or of section 402 of the Act. Nothing in this Article shall affect the right of the company to redeem the preference shares (if any) issued under these Articles.
- (2) The company shall not give any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the company, except as provided in section 77 of the Act,

ISSUE OF SHARES AT PREMIUM OR DISCOUNT

29. Issue of shares at a Premium

- (1) The company may issue shares at a premium, whether for cash or otherwise. In such case, a sum equal to the aggregate amount of value of the premiums on those shares shall be transferred to an account to be called "the share premium account", and the provisions of the Act relating to the reduction of the share capital of the Company shall (except as provided in this Article) apply as if the share premium account were paid-up share capital of the Company.
- (2) The share premium account may notwithstanding anything in sub-clause (1) be applied by the company:
 - (a) in paying up unissued share of the company to be issued to 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, or
 - (d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company.

30. Power to issue shares at a discount

- (1) The company shall not issue shares at a discount except as provided in this Article.
- (2) The company may issue at a discount shares in the company of a class already issued, if the following conditions are fulfilled namely :
 - (i) the issue of the share at a discount is authorised by a resolution passed by the company in general Meeting and sanctioned by the Company Law Board.
 - (ii) the resolution specifies the maximum rate of discount (not exceeding ten percent or such higher percentage as the Company Law Board may permit in any special case) at which the shares are to be issued;
 - (iii) not less than one year has at the date of the issue elapsed since the date on which the company was entitled to commence business; and
 - (iv) the shares to be issued at a discount are issued within two months after the date on which the issue is sanctioned by the Company Law Board or within such extended time as the Company Law Board may allow.
- (3) Every prospectus relating to the issue of the shares shall contain particulars of the discount allowed on the issue of the shares or so much of that discount as has not been written off at the date of the issue of the prospectus.

CALLS ON SHARES

31. Board may make calls on shares

- (1) The Board may, from time to time, make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times;

Provided that no call shall exceed one-half of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (2) Each member shall, subject to receiving at least fourteen day's 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.
- (3) A call may be revoked or postponed at the discretion of the Board.

32. When call deemed to be made

A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

33. When call deemed to be made

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

34. What sum deemed to be a call

- (1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purpose of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (2) in case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses and forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call made and notified.

35. Board may extend time

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

36. Calls carry interest

If any Member shall fail to pay call due from him on the appointed day for payment thereof, or any such extension thereof as aforesaid, he shall pay interest on the same, from the day appointed for the payment thereof to the time of actual payment, at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it compulsory upon the Board to demand or recover any interest from any such member.

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

On the trial or hearing of any action or suit brought by the company against any member or his representative for the recovery of any money claimed to be due to the company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequently to the date at which the money sought to be recovered is alleged to have become due, of the shares, in respect of which such money is sought to be recovered; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member or his representatives and in

pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.

38. Partial payment not to preclude forfeiture

Neither a judgment nor decree in favour of the company for the amount of call or other moneys due in respect of any shares, nor any part payment or satisfaction thereunder, nor the receipt by the company of a portion of any money which shall from time to time be due from any member to the company in respect of his shares, either by way of principal or interest nor any indulgence granted by the company in respect of the payment of any such money, shall preclude the company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

39. Payment in anticipation of call may carry interest

The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any share held by him. Upon all or any of the moneys so advanced, the Board may (until the same would, but for such advance become presently payable) pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. Such member shall not however be entitled to any voting rights in respect of the moneys so paid by him until the same would, but for such payment become presently payable. The Board may at any time repay the amount so advanced upon giving to the member three month's notice in writing.

Moneys paid in advance of calls shall not in respect confer a right to dividend or to participate in the profits of the Company. (amended w.e.f. 28th Jan. 1994 (EGM))

VOTING RIGHTS

40. (1) Subject to the provisions of sub-section (2) of section 92, of the Act,

- (a) every member of the company holding any equity share capital therein shall have a right to vote in respect of such capital, on every resolution placed before the company, and
- (b) his voting right on a poll shall be in proportion to his share of the paid up equity capital of the company.

(2) (a) Subject as aforesaid, and save as provided in clause (b) of this Article, every member of the company holding any preference share capital (if any) in the company, which directly affect the rights attached to his preference shares;

(Explanation: any resolution for winding up the company or for the repayment or reduction of its share capital shall be deemed directly to affect the right attached to preference shares within the meaning of this clause).

- (b) Subject as aforesaid, every members holding any preference share capital in the company, Shall, in respect of such capital, be entitled to vote on any resolution placed before the company, at any meeting, if the dividend due on such capital or any part of such dividend has remained unpaid:
 - (i) in the case of cumulative preference shares, in respect of an aggregate period of not less than two years preceding the date of commencement of the meeting and
 - (ii) in the case of noncumulative preference shares either in respect of a period of not less than two years the date of commencement of the meeting or, in respect of an aggregate period of not less than three years comprised in the six years ending with the expiry of the financial year aforesaid.

(Explanation: For the purpose of this clause, dividend shall be deemed to be due on preference shares in respect of any period, whether a dividend has been declared by the company on such shares for such period or not:

- (I) on the last day specified for the payment of such dividend for such period, in these Articles or other instrument executed by the company in that behalf; or
- (II) in case no day is so specified, of the day immediately following such period;
- (III) where the holder of any preference share has a right to vote on any resolution in accordance with the provisions of this sub-clause, his voting right on a poll, as the holder of such share, shall (subject to the provisions of section 89 and sub-section (2) of section 92 of the Act, be in the same proportion as the capital paid up in respect of the preference share bears to the total paid up equity capital of the company.

41. Prohibition on issue of shares with disproportionate rights

The company shall not, issue any shares (not being preference shares) which carry voting rights or rights in the company as to dividend, capital or otherwise which are disproportionate to the rights attaching to the holders of other shares (not being preference shares).

42. Calls on Shares to be made on uniform basis

Where any calls for further share capital are made such calls shall be made on a uniform basis on all shares falling under the same class.

(Explanation: For the purposes of this Article, share of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.)

LIEN

43. Lien

The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on shares. (amended w.e.f. 28th Jan. 1994 (EGM))

44. Lien how Exercised

The company may sell, in such manner as the board thinks fit, any shares on which the company has lien; 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, had 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.

45. Protection to Purchaser

- (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (3) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceeding in reference to the sale.

46. Proceeds of sale how dealt

- (1) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

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

FORFEITURE OF SHARES

47. If money payable on shares not paid, notice to be given to member.

If a member fails to pay any call or instalment of a call on the day appointed for the payment thereof or any such extension thereof as aforesaid, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, 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.

48. Terms of Notice

The Notice aforesaid shall:

- (a) name a further day (not being earlier than the expiry of 14 days from the date of service of the notice) on or before which the payment required by the notice is to be made, and
- (b) state that in the event of non-payment on or before the day so named, the shares in respect of which the call was made or instalment is payable, will be liable to be forfeited.

49. In default of payment, shares to be forfeited

If the requirements of any such notice as aforesaid are not complied with, every or any share in respect of which such notice has been given, may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before the forfeiture.

50. Notice of forfeiture to member

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.

51. Forfeited share to be property of company and may be sold etc.

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

52. Power to annul forfeiture.

At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture upon such terms as it thinks fit.

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

- (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture, remain liable to pay and shall forthwith pay to the company all moneys which, at the date of forfeiture, were presently payable by him to the company in respect of the shares, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce payment thereof, if they think fit, but shall not be under any obligation to do so.
- (2) The liability of such person shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares.

54. Effect of forfeiture

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

55. Declaration as to forfeiture

- (1) A duly verified declaration in writing that the declarant is a director, the managing director, the secretaries and treasurers, the manager or the secretary, of the company and that a share in company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence on the facts therein stated as against all persons claiming to be entitled to the share.
- (2) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (3) The transferee shall thereupon be registered as the holder of the share.
- (4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share,

56. Non-Payment of other sums payable at fixed time

The provision of these regulations as 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 the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

TRANSFER AND TRANSMISSION OF SHARE

57. Register of Transfer

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

58. Form of Transfer

Share in the company may be transferred by an instrument in writing in such form and by such procedure as may from time to time be prescribed by law. Subject thereto the Directors may prescribe a common form for instruments of transfer, which may from time to time be altered by the Directors.

59. Application for transfer

- (1) An application for the registration of a transfer of the shares in the company may be made either by the transferor or the transferee.
- (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 within two weeks from the receipt of the notice.
- (3) For the purpose of sub-clause (2) above notice to the transferee shall be deemed to have been duly given if it is despatched by pre-paid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been duly delivered in the ordinary course of post.

60. To be executed by transferor and transferee

Every such instrument of transfer shall be signed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of Members in respect thereof.

61. Transfer not to be registered except on production of transfer

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

61A. Time-limit for delivery of Shares Allotted/Lodged for Transfer.

The Company shall, within two months from the date of allotment and one month from the date of lodgement of Shares for Transfer, deliver the Shares in accordance with the Provision's of the Act. (amended w.e.f. 26th Aug. 1993 (EGM))

62. Director may refuse to register transfer

Subject to the provisions of section 111 of the Act, and section 22A of the Securities Contracts (Regulation) Act, 1956 or any statutory modification thereof for the time being in force, the Directors may, at their absolute and uncontrolled discretion decline to register or acknowledge any transfer of shares and shall give reasons for such refusal and in particular may decline in respect of shares upon which the Company has a line or whilst any moneys in respect of the shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of transfer shall be conclusive evidence of the approval by the Directors of the transferee. (amended w.e.f. 26th Aug. 1993 (EGM))

Provided that Registration of a transfer of shares shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares. (amended w.e.f. 28th Jan. 1994 (EGM))

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

If the company refuses to register the transfer of any share or transmission of any right therein, the company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the company send notice of refusal of the transmission, as the case may be, and thereupon the provision of section 111 of the Act and section 22A of the Securities Contracts (Regulation) Act, 1956 or any statutory modification thereof for the time being in force shall apply. (amended w.e.f. 28th Jan. 1994 (EGM))

64. Transfer by Legal representative

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

65. Custody of transfer deeds

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

66. Closure of transfer books

The Directors shall have power on giving not less than seven day' previous notice by advertisement as required by section 154 of the Act to close the transfer books of the company for such period or periods of time not exceeding in the whole 45 days in each year but not exceeding 30 days at a time as to them may deem fit.

67. Title to shares of deceased member

The executor or administrator of a deceased member or a holder of a Succession Certificate in respect of shares of a deceased member where he was a sole or only surviving holder shall be the only person whom the company shall be bound to recognise as having any title to the shares registered in the name of such member and the company shall not be bound to recognise such executor or administrator unless such executor or administrator shall have first obtained Probate or Letters of Administration as the case may be, from a duly constituted Court in India, provided that in any case where the Directors in their absolute discretion think fit, the Directors may dispense with production of Probate or Letters of Administration or Succession Certificate upon such terms as to indemnity or otherwise as to the Directors may deem fit and under the next Article, register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member as a member.

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

Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence Of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Directors shall require either be 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 freed from any liability in respect of such shares. This Clause is herein referred to as the Transmission clause.

69. Refusal to register nominee

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

70. Board may require evidence of transmission

Every transmission of a share shall be verified in such manner as the Directors may require and the company may refuse to register any such transmission until the same be so verified of until or unless an indemnity be given to the company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the company or the Directors to accept any indemnity.

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

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

BORROWING POWERS

72. Powers to Borrow

Subject to the provisions of the companies Act, 1956, the Board of Directors may from time to time borrow or raise from any person, firm, company, bank or finance corporation by way of loans, advances or otherwise such sum or sums of moneys as they think fit for the business of the Company. The Board of Directors may also secure the repayment of the moneys so borrowed or raised alongwith interest thereon, if any, in such manner and upon such terms and conditions as they may think proper and in particular by creating mortgage, or other charge on all or any of the assets, rights or receivables of the Company, present or future, including the uncalled capital.

73. Terms of issue of Debentures

Any issue of debentures shall be governed by sections 118 to 123 of the Act. This Article and article 77 shall be subject to the said provisions. In the case of the company giving a charge on any of its property, the provisions of sections 124 to 145 of the Act shall apply thereto. Any debentures, debenture stock or other securities may be issued at a 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, drawing, allotment of shares, attending at General Meetings, appointment of special or other Directors of otherwise. The power to issue debentures, debenture stock or other securities on condition that they shall be convertible into shares of any denomination, shall only be exercised by the company in general meeting.

74. Register of Debentures to be kept

The Directors shall cause a proper Register and Index of Debenture holders to be kept in accordance with the provisions of section 152 of the Act.

CONVERSION OF SHARES INTO STOCKS

75. Conversion of Shares into Stock

The company may subject to section 96 of the Act, by ordinary resolution,

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

76. Transfer of Stock

The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit. Provided that the Board may from time to time, fix the minimum amount of stock transferrable, so however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

77. Rights of Holders of Stock

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

SHARE WARRANTS

78. What Regulations to apply to Stock

Such of the regulations of company (other than those relating to share warrants) 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.

79. Issue of Share Warrants to Bearer

The company may with the previous approval of the Central Government, with respect to any fully paid up shares issue under its Common Seal, a warrant stating that the bearer of the warrant is entitled to the shares therein specified and may provide by coupons or otherwise, for the payment of the future dividends on the shares specified in the warrant. The Board may in its discretion prescribe regulations as to the issue, and the rights of a bearer of a share warrant. The provisions of sections 114 and 115 of the Act, shall apply to the share warrants.

MEETINGS OF MEMBERS

80. Annual or Ordinary General Meeting -Annual Return

A General Meeting of the company shall be held once at least in each calender year at the time and place as provided in section 166 of the Act, provided that no greater interval than fifteen months shall be allowed to elapse between the date of one Annual General Meeting and that of the next. The meeting shall be held within six months from the end of the financial year of the company. The Board shall prepare the Annual Return and Certificate and forward the same to the Registrar of Companies in accordance with sections 159 and 161 of the Act.

81. Extraordinary General Meeting

The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition in writing by any member or members holding in the aggregate not less than one-tenth of the total voting power of the issued Capital upon which all calls or other sums then due have been paid. The provisions of section 169 shall apply to such meeting.

82. Requisition of members to state object of meeting

Any requisition so made by members must set out the matters for the consideration of which the meeting is to be called, and must be signed by the requisitionists and be deposited at the office, provided that such requisition may consist of several documents in like form, each signed by one or more requisitionists. A requisition by any joint-holders of shares must be signed by all such holders.

83. On receipt of requisition Directors to call meeting-in default requisitionsts may do so

Upon the receipt of any such requisition, the Board shall proceed duly to call an Extraordinary General Meeting for the consideration of those matters, and if it does not proceed within twenty-one days from the date of the deposit of a valid requisition to cause a meeting to be so called within 45 days of the date of deposit of the requisition, the requisitionsts or 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 aforesaid whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the deposit of the requisition.

84. Meeting called by requisitionists

Any meeting called under foregoing Articles by the requisitionists shall be called in the same manner, as nearly as possible as that in which meetings are to be called by the Board.

85. Notice of General Meeting

Subject to section 190 of the Act, a General Meeting of the company may be called by giving not less than 21 days notice in writing or by giving a shorter notice with the consent of members as provided in section 171 of the Act. Every notice of a meeting shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat. The notice shall further contain intimation about voting by proxy as provided in sub-section (2) of section 176 of the Act. Notice of the meeting shall be given to all persons mentioned in section 172 of the Act and where any special business is to be transacted at the meeting, an explanatory statement shall be annexed to the notice as provided in section 173 of the Act.

86. Notice of Special Resolution

Where it is proposed to pass a Special Resolution, the intention to propose a resolution as a Special Resolution shall be specified in the notice calling the General Meeting or other intimation given to the members of the Resolution.

87. Members Resolutions

Notice of resolutions received from members and the resolutions proposed by them shall be dealt with as provided in section 188 of the Act.

88. Omission to give notice not to invalidate a resolution passed

In cases in which notice of any meeting called by the Board is given to the members individually, the accidental omission to give notice to any of the members or the non-receipt thereof by any members, shall not invalidate any resolution passed at any such meeting.

89. Quorum at General Meeting

Five members entitled to vote and present in person shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

90. If quorum not present, Meeting to be dissolved or adjourned

If within fifteen minutes after the time appointed for the holding of a General Meeting a quorum be not present, the meeting, if convened by or upon the requisition of members, shall stand dissolved. In any other case the meeting shall stand adjourned to the same day, in the next week at the same time and place or to such other day, time and place as the Board by notice to the shareholders appoints. If at such adjourned meeting also a quorum be not present within the time aforesaid those members present shall be quorum, and may transact the business for which the meeting was called.

91. Chairman of General Meeting

The Chairman of the Board shall be entitled to take Chair at every General Meeting. If there be no Chairman, or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or is unwilling to act, the Directors present shall elect one of their members to be Chairman of the meeting and if no Director present be willing to take the Chair or if no Director be present, within the time aforesaid, the members present shall choose one of them to be the Chairman.

92. Business confined to election of Chairman whilst chair vacant

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

93. The Chairman, may with the consent of any meeting, at which a quorum is present, and shall if so directed by the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

94. Questions at General Meeting, how decided

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded under section 179 of the Act. A declaration by the Chairman that a resolution has or has not been carried unanimously or by a particular majority, and an entry of that effect in the book containing the minutes of the proceedings of the company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against that resolution.

95. Chairman's casting vote

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

96. Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by 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 holding shares in the company of which an aggregate sum of not less than Rs. 50,000/- has been paid up.

97. Poll how taken

A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on a question not being a question relating to the election of the Chairman shall be taken at such time not being later than 48 hours from the time when the demand was made, as the Chairman may direct. The poll shall be taken and scrutinisers shall be appointed as provided in sections 184 and 185 of the Act. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

98. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

99. Minutes of General Meeting

(1) Minutes of all proceedings of every General Meeting of the company shall be kept in accordance with the provisions of section 193 of the Act, containing a fair and correct summary of the proceedings including all resolutions passed thereat, Such minutes shall within 30 days of the conclusion of every such meeting be entered in the books maintained for that purpose with their pages consecutively numbered. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each such meeting in such book shall be dated and signed by Chairman of the same meeting within the aforesaid period of 30 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. In no case shall the minutes of proceedings of a meeting be attached to any such book as aforesaid by pasting or otherwise.

(2) Nothing contained in sub-clause (1) 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
- (b) is irrelevant or immaterial to the proceedings or
- (c) is detrimental to the interests of the company.

The chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.

(3) Minutes of meetings kept as aforesaid shall be evidence of the proceedings recorded therein.

100. Inspection of Minutes Book

The books containing minutes of proceedings of General Meeting of the company shall be kept at the Registered Office of the company and shall during business hours (subject to such reasonable restrictions as the Board may from time to time or the company in General Meeting impose so that not less than two hours each day be allowed for inspection) be open to the inspection of any member without charge.

101. Copies of Minutes

Any member shall be entitled to be furnished within 7 days after he has made a request in that behalf to the company, with a copy of any minutes referred to above, at a charge not exceeding 37 paise per every 100 words or fractional part thereof.

VOTES OF MEMBERS

102. Votes of Members

Subject to Article 47 and to any rights or restrictions for the time being attached to any class of shares, upon a show of hands every member entitled to vote and present in person or by an agent duly authorised under a power of attorney shall have one vote and upon a poll every member entitled to vote and present in person or by an agent duly authorised under a power of attorney or by proxy shall have one vote for every share held by him. Section 87 of the Act shall apply.

103. When proxy may vote on show of hands

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

104. No member to vote unless calls paid up

No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have been paid, or in regard to which the company has exercised any right of lien.

105. How member non-compos mentis and minor may vote

If any member be a lunatic, idiot, or non-compos mentis in respect of whom any order has been made by any court in lunacy, the vote whether on a show of hands or on a poll, in respect of his share shall be his committee or other legal guardian, and any such committee or guardian may on a poll vote by proxy. If any member be a minor, the vote in respect of his shares be by his guardian, or any one of his guardians, if more than one, to be selected in case of dispute by the Chairman of the meeting. Such evidence as the Board may require of the authority of the person claiming to vote shall be deposited at the office of the company not less than 48 hours before the date fixed for holding the meeting.

106. Vote of joint members

If there be joint registered holders of any shares, any one of such persons may vote at any meeting either personally or by proxy in respect of such shares, as if he were solely entitled thereto and if more than one such joint-holders be present at any meeting either personally or by proxy, that one of the said persons so present whose name stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but others or other of the joint-holders shall be entitled to be present at the meeting. 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.

107. Proxy

Any member of the company entitled to attend and vote at a meeting of the company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself, but a proxy so appointed shall not have any right to speak at the meeting. A proxy shall not be entitled to vote except on a poll.

108. Appointment and qualification of proxy

Every proxy shall be appointed in writing under the hand of the appointor or his duly constituted attorney, or if such appointor is a company or Corporation, under the common Seal of such company or corporation or the hand of its officer or its Attorney who may be duly authorised by it and Committee or guardian may appoint such proxy. Every instrument of proxy shall be attested by at least one witness.

109. Deposit of instrument of appointment

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 the power of attorney or authority, shall be deposited at the office of the company not less than 48 hours before the time of holding the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, unless in the case of the adjournment of any meeting held previously to the expiration of such time.

110. Form of proxy

Every instrument of proxy shall be in any of the forms set out in Schedule IX of the Act.

111. Validity of votes given by proxy notwithstanding death of member etc.

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or attorney under which such proxy was signed, or the share in respect of which the proxy is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by the company at its office before commencement of the meeting or adjourned meeting at which the proxy is used.

112. Time for objection of votes

No objection shall be made to the qualification of any vote except at the meeting or adjourned meeting at which such vote shall be given or tendered and every vote whether given personally or by proxy or by an agent duly authorised under a Power of Attorney, not disallowed as such meeting shall be valid for all purposes.

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

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

114. Annual Return and Certificate

The company shall within 60 days from the day on which each of the Annual General Meeting referred to in section 166 of the Act is held or ought to have been held, file with the Registrar, Return as prescribed in section 161 of the Act.

BOARD OF DIRECTORS

115. Number of Directors

Unless otherwise determined by a general Meeting the number of Directors shall not be less than 6 (Six) and not more than 12 (Twelve)

The first Directors of the company are :

1. RAMAN DEVJIBHAI SABHAYA
2. DHIRAJ DHARAMSIBHAI PAMBHAR
3. DILIP MULJIBHAI DUDHAGARA
4. AMRUT JETHABHAI KALARIA
5. MADHUBHAI SHAMBHUBHAI PATOLIA
6. RAMNIK MANJIBHAI BUSA
7. BHARAT MULJIBHAI CHOKSI
8. JAGDISH PURSHOTTAMBHAI DETHANIA

116. Debenture Directors or Mortgage Directors

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

116A.Notwithstanding anything to the contrary contained in these Articles, so long as many moneys remain owing by the Company to the Industrial Development Bank of India (IDBI), Industrial Finance Corporation of India (IFCI), The Industrial Credit and Investment Corporation of India Limited (ICICI), Life Insurance Corporation of India (LIC), Gujarat Industrial Investment Corporation Limited (GIIC) and Gujrat State Financial Corporation (GSFC) or to any other finance corporation or credit corporation or to any other Financing Company or body or any Bank out of any loans granted by them to the Company or so long as IDBI, IFCI, ICICI, LIC, GIIC, GSFC and Unit Trust of India (UTI) or any other Financing Corporation or Credit Corporation or any other Financing Company or Body or any Bank (each of which IDBI, IFCI, ICICI, GIIC, GSFC and UTI or any Finance Corporation or Credit Corporation or any other Financing Company or Body or any Bank is hereinafter it this Article referred to as 'the corporation' continue to hold debentures in the company by direct subscription or private placement, or as long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director or Directors, whole time or non-whole-time, (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Comany and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place(s).

The Board of Directors of the Company shall have no power to remove from office the Monimnee Director(s). At the option of the Corporation such Nominee Direcotr(s) shall not be required to hold any share qualification in the Company. Also at the option of the Corporation, such Nominee Director(s) shall not be liable to retirement by rotation of Directors. Subject as aforesaid, Nominee Director(s) shall be entitled to

the same rights and privileges and be subject to the same obligations as any other Director of the Company.

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

The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the Meetings of the Committee of which the Nominee Director(s) is/are member(s) as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director(s) sitting fees and expenses which the other Directors of the Company are entitled, but if any other fees, commission, moneys or remuneration in any form is payable to the Directors of the Company, the fees, commission, moneys and remuneration in relation to such Nominee Director(s) shall occur to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s) in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director(s). Provided that if any such Nominee Director(s) is an officer of the Corporation the sitting fees, in relation to such Nominee Director(s) shall also occur to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

Provided also that in the event of the Nominee Director(s) being appointed as whole-time Director(s) such Nominee Director(s) shall exercise such powers and duties as may be approved by the Lenders and have such rights as are usually exercised or available to a whole-time Director, in the management of the affairs of the Borrower. Such Nominee Director(s) shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders. (amended w.e.f. 26th Aug. 1993 (EGM))

117. Office or place of profit

Except with the consent of the company accorded by a Special Resolution

- (a) no Director of the company, shall hold any office or place of profit, and
- (b) no partner or relative of such a Director, no firm in which such a Director or relative is a partner, no private Company of which such a director is a Director or member and no director or Manager of such a private company shall hold any office or place or profit carrying a total monthly remuneration of Rs. 3000 or more except that of Managing Director, legal or technical adviser, banker or trustee, for the holders of debentures of the company- (a) under the company, or (b) under any subsidiary of the company.

Whenever, persons specified in section 314 of the Act hold an office or place of profit under the company or any of its subsidiary, carrying monthly remuneration in excess of the limits specified in the Act, the permission of the company and that of the Central Government, as the case may be, shall be taken.

118. Retirement and Rotation of Director

(1) Not less than two thirds of the total number of directors shall,

- (a) be persons whose period of office is liable to determination by retirement of Directors by rotation; and
- (b) save as otherwise expressly provided by the Act, be appointed by the company in General Meeting.

- (2) The remaining Directors (other than the Directors nominated by the Public Financial Institutions, the Managing Director/whole-time Director, the Debentur Director and any other Director who are appointed as Non-Rotational Directors by the Board) shall also be appointed by the company in General Meeting.

119. Ascertainment of Directors to retire by rotation and filling up of vacancies

The Directors to retire by rotation shall be determined and the vacancies shall be filled in as provided in the section 256 of the Act.

120. Right of persons other than retiring Directors to stand for directorship

A person who is not a retiring Director, shall subject to the provisions of the Act, also be eligible for appointment to the office of director at any General Meeting, on not less than fourteen days notice being given to the company as directed in section 257 of the Act.

121. When appointment of Director to be voted on Individually

Except in the circumstances stated in section 263 of the Act, at a General Meeting, no motion shall be made for the appointment of two or more persons as Directors of the Company, by a single resolution.

122. Consent of candidate for Director-ship when to be filed

The Consent of a candidate for directorship shall be filed with the company and his consent to act as Director shall be filed with the registrar, in the circumstances set out in section 264 of the Act.

123. Removal of Director

The Company may, subject to the provisions of section 284 of the Act, by ordinary resolution remove any Director whose period of office is liable to determination at any time by retirement of Directors in rotation, before the expiration of his period of office and may by ordinary resolution appoint another person in his stead. The Person so appointed shall hold office until the date up to which his predecessor would have hold office if he had not been removed as aforesaid. A director so removed shall not be reappointed a director by the Board.

124. Filling up the casual vacancies among Directors

- (1) If the office of any Director appointed by the company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board of Directors at the meeting of the Board.
- (2) Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated as aforesaid.

125. Appointment of Alternate Director

The Board of Directors of the company may appoint an alternate Director to act for a Director (hereinafter called "the original Director") during his absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held. An alternate Director so appointed, shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to the State in which meetings of the Board are ordinarily held or the term of the office of the original Director is determined before he so returns to the State. The provisions of section 313 of the Act shall apply.

126. Directors may fill up vacancies and add to their number

The Board shall have power, at any time, and from time to time, to appoint any other qualified person to be a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number shall not at any time exceed the maximum number fixed as above, and any person so appointed shall hold office only upto the next date of the Annual General Meeting.

127. No Qualification Shares

A Director is not required to hold any qualification shares.

128. Remuneration of Directors

Subject to the provisions of the Act, the remuneration payable to Directors shall be regulated as follows :

- (a) The remuneration of a Director for his services shall be such sum as may be fixed by the Board of Directors within the maximum sitting fee in relation to the paid up Share Capital of the company as may be prescribed under the first proviso to section 310 of the Companies Act, 1956 for each meeting of the Board or of one or more Committees of the Board attended by him. Such reasonable additional remuneration as may be fixed by the Board may be paid to any one or more of their number for services rendered by him or them in signing the Share Certificates in respect of the company's Capital or any Debentures issued by company. The Directors shall be paid such further remuneration (if any) for other services rendered as the company in General Meeting shall by Special Resolution from time to time determine, and such additional remuneration and further remuneration (if any) shall be divided among the Directors in such proportion and manner as the Directors may from time to time determine, and in default of such determination shall be divided among the Directors equally.

- (b) Director not a bona fide resident may receive extra compensation and remuneration of Committee.

The Board may allow and pay to any Director who is not a bona fide resident of the place of business of the company and who shall come to it for the purpose of attending a meeting, his actual expenditure for travelling, boarding, lodging and other expenses, and the Directors may from time to time fix the remuneration to be paid to any member or members of their body constituting a Committee appointed by the Board in terms of these Articles and may pay the same.

- (c) Special remuneration to a Director performing extra services.

Subject to the provisions of sections 309 and 310 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 Board) or in relation to signing share certificates or to make any special exertions in going or residing out of the place of business of the company or otherwise for any of the purpose of the company, the company shall remunerate such Director by a fixed sum as may be determined by the Board and such remuneration may be either in addition to or in substitution for his share in the remuneration above provided. The Directors shall be entitled to be repaid any travelling or other expenses incurred in connection with the business of the company.

129. Directors may act notwithstanding vacancy

The continuing Directors may act notwithstanding any vacancy in their body, but so that if the number falls below the minimum number fixed, the continuing Directors or Director shall not except for the purpose of filling up vacancies or for summoning a General Meeting of the company, act so long as the number is below the minimum and they or he may so act notwithstanding the absence of a necessary quorum under the provisions of Article 143.

130. When office of Director to be vacated

- (1) The office of a Director shall be vacated as provided in section 283 of the Act, if:
 - (a) he fails to obtain within the time specified in sub-section (1) of section 270 of the Act, or at any time thereafter ceases to hold the share qualification, if any required of him by these Articles
 - (b) he is found to be of unsound mind by a Court of competent jurisdiction;
 - (c) he applies to be adjudicated as an insolvent;
 - (d) he is adjudged insolvent;
 - (e) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months;

- (f) he fails to pay a call in respect of shares of the company held by him whether alone or jointly with others within six months from the date fixed for the payment of the calls unless the Central Government has removed the disqualification;
 - (g) he absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board;
 - (h) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is a partner or any private company of which he is a director, accepts a loan or any guarantee or security for a loan, from the company in contravention of section 295 of the Act;
 - (i) he acts in contravention of section 299 of the Act;
 - (j) he becomes disqualified by an order of Court under section 203;
 - (k) he is removed in pursuance of section 284 of the Act; or
- (2) having been appointed a Director by virtue of his holding any office or other employment in the company, he ceases to hold such office or other employment in the company.
- (3) Notwithstanding anything contained in sub-clauses (d) (e) and (j) of clause (1) hereto, the disqualifications referred therein shall not take effect except as stated in section 283 (2) of the Act.

131. Director not to enter into contract except with consent of Board

No Director or other person referred to in section 297 of the Act shall enter into a contract with the company of the nature referred to in the said section, except with the consent of the Board. A Register of the contracts shall be kept as provided in section 301 of the Act.

132. Company may increase or reduce the number of Directors

Subject to the provisions of sections 252, 255, 258 and 259 of the Act, the company may, by ordinary resolution, from time to time, (but subject to the other clauses hereof) increase or reduce the number of Directors within the limits mentioned in Article 115.

133. Alternate Directors

The Board shall have the power to appoint alternate Directors. Such alternate Directors shall hold office only upto the date, the original Director in whose place he is appointed would have hold the office.

134. Special resolution for appointment of certain persons as directors

None of the persons mentioned in section 261 of the Act shall be appointed a Director of the company except by a Special Resolution passed by the company.

135. Register of Directors etc. and Notification of changes of Register

The company shall keep at its office:

- (a) a Register containing the particulars of its Directors, Manager and Secretary etc. as prescribed by section 303 and a Register of Directors' shareholdings as directed in section 307 of the Act and shall within 30 days send to the Registrar a return in the prescribed form and notify to the Registrar any change.
- (b) a register in which shall be entered the particulars of all contracts or arrangements

PROCEEDINGS OF DIRECTORS

136. Meetings of Directors.

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

Such meetings shall be held at least once in every three months and at least four such meetings shall be held in every year at such times and places as they may fix from time to time. Notice of every meeting shall be given to every Director as provided in section 286 of the Act.

137. Quorum

Subject to section 287 of the Act the quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one) but unless otherwise determined two Directors shall be a quorum. Provided that if at any meeting the number of interested Directors 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 not being less than two shall be the quorum during such time. The provisions of section 288 of the Act shall apply where a meeting is adjourned for want of a quorum.

138. When meeting to be convened

The Managing Director may at any time, and shall upon the request of at least two of the Directors convene a meeting of the Directors. The omission to give notice of any such meeting of the Directors to any Director who is not at the place of business of the company shall not invalidate any resolution passed at any such meeting.

139. Questions at Board meetings how decided

Questions arising at any meeting be decided by a majority of votes, each Director having one vote and in case of an equality of votes, the Chairman shall have a second or casting vote.

140. Who is to preside at meeting of the Board

The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected or if at any meeting, the Chairman is not present at the time appointed for holding the same, the Directors present shall choose some one of their members to be Chairman of the meeting.

141. Powers of Board meetings

A meeting of the Directors for the time being at which a quorum is present as aforesaid shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the company for the time being vested is exercisable by the Directors generally.

142. Directors may appoint Committee

Subject to the provisions of the Act, the Board may delegate any of its powers to Committees consisting of one or more member or members of its thinks fit, and it may from time to time revoke and discharge any such Committee, either wholly or in part, and either as to persons or purposes, but every Committee so formed shall, in the exercise of powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

143. Meetings of Committees how to be governed

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

144. Resolution by Circular

Subject to compliance with sections 289 and 292 of the Act, a resolution passed without any meeting of Directors, or of a Committee of Directors appointed under Article 148 and evidenced by writing under the hands of all the Directors or all the member of the Committee for the time being, present in India, shall be as valid and effectual as a resolution duly passed at the meeting of the Directors or such Committee.

145. Acts of Board or Committees valid notwithstanding Informal appointment

All acts done by any meeting of the Directors or any Committee of Directors or any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of one or more such Directors or of any person acting as aforesaid or that they or any of them were disqualified or the appointment had terminated by virtue of any provision contained in the Act or the Article be as valid as if every such Director or person had been duly appointed and was qualified to be Director. Provided that no act done by the Director after his appointment has been shown to the company to be invalid or to have terminated, shall be valid.

146. Minutes of Proceedings of the Company and the Directors and Committee to be kept

- (1) The company shall as required under section 193 of the Act, cause minutes of all proceedings of every meeting of the Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of each such meeting entries in a book or books kept for that purpose with their pages consecutively numbered.
- (2) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat and shall contain:
 - (i) the names of the Directors present at such meeting of the Board and of any Committee of the Board;
 - (ii) all appointments of officers made at the meetings;
 - (iii) all resolutions and proceedings of meetings of the Board of Directors and Committee of the Board;
 - (iv) in the case of each resolution passed at a meeting of the Board of Directors or Committee of the Board, the names of Directors, if any dissenting from or not concurring to the resolution; and
 - (v) all resolutions of the Board of Directors or Committee of the Board, passed by circulation.
- (3) Every page of every such book shall be initialled or signed and the last page of the record of proceedings of each such meeting of the Board of Directors or Committee of the Board shall be dated and signed by the Chairman of the next succeeding meeting.
- (4) Minutes of meetings so kept shall be evidence of the proceedings recorded therein. In no case the minutes of proceedings of a meeting shall be attached to any such books by pasting or otherwise.

147. Disclosure of interest by a Director

- (1) Every Director who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into by or on behalf of the company, shall disclose the nature of his concern or interest at a meeting of the Board of Directors.
- (2)
 - (a) In the case of a proposed contract or arrangement the disclosure required to be made by a Director under sub-clause (1) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not, at the date of the meeting, concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he becomes so concerned or interested.
 - (b) in the case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.

- (3) (a) For the purposes of sub-clauses (1) and (2) a general notice given to the Board by a Director, to the effect that he is a Director or a member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of notice, be entered into with the body corporate or firm shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made.
- (b) Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for further periods of one financial year at a time, by a fresh notice given in the last month of the financial year in which it would otherwise expire.
- (c) No such general notice, and no renewal thereof, shall be of effect unless either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.
- (4) Nothing in this Article shall be taken to prejudice the operation of any rule of law restricting a Director of a company from having any concern or interest in any contracts or arrangements with the company.
- (5) Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into by the company with any other company where any of the Directors of the company or two or more of them together holds or hold not more than 2% of the paid-up share capital in such other company.

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

- (1) No Director of the company shall, as a Director take any part in the discussion of, or vote on, any contract or arrangement entered into, by or on behalf of the company, if he is in any way, whether directly or indirectly concerned or interested in the contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote, and if he does vote, his vote shall be void.
- (2) Sub-clause (1) shall not apply to :
 - (a) any contract or indemnity against any loss which the Directors, or any one or more of them may suffer by reason or becoming or being sureties for the company; or
 - (b) any contract or arrangement entered into or to be entered into with a public company, or a private company which is a subsidiary of a public company, in which the interest of the Director aforesaid consists solely (1) on his being a member holding not more than 2% of its paid up share capital in his being a Director of such company and the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof he having been nominated as such Director by this company; or (2) in his being a member holding not more than 2% of its paid up share capital.

149. Register to be kept

Registers shall be kept by the company as provided in sections 301,303 and 307 of the Act.

POWERS OF DIRECTORS

150. General power of the Directors

- (1) Subject to the provisions of the Act and these Articles, the Board of Directors of the company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorised to exercise and do; provided that the Board shall not exercise any power to do any act or thing which is directed or required whether by the Act or any other Act or by the Memorandum or these Articles or otherwise, to be exercised or done by the company in General Meeting. Provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions contained in that behalf in the Act or any other Act or in the Memorandum or in these Articles or in

any regulations not inconsistent therewith duly made thereunder including regulations made by the company in General Meeting.

- (2) No regulation made by the company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

151. Consent of company necessary for the exercise of certain powers

The Board of Directors shall not except with the consent of the company in General Meeting.

- (a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertakings.
- (b) remit, or give time for the repayment of, any debt due by a Director.
- (c) borrow moneys in excess of the limits provided in the Act and these Articles.

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

- (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 meetings 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 moneys otherwise than on debentures;
- (d) the power to invest the funds of the company
- (e) the power to make loans;

Provided that the Board may by resolution passed at a meeting delegate to any committee of Directors or the Managing Director or any other principal officer of the company the powers specified in (c), (d) and (e) of this clause to the extent specified below on such conditions as the Board may prescribe.

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

153. Certain Powers of the Board

Without prejudice to the powers conferred by Articles 76 and 173 and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding two Articles, it is hereby declared that the Directors shall

have the following powers, that is to say power:

- (1) To pay and charge to the capital account of the company any commission or interest lawfully payable thereout under the provisions of sections 76 and 208 of the Act and Articles 26 and 27.
- (2) Subject to the provisions of the Act and these Articles to purchase or otherwise acquire for the company any property rights or privileges which the company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they think fit; and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
- (3) At their discretion and subject to the provisions of the Act, to pay for any property or rights acquired by or services rendered to the company, either wholly or partially in cash, or in shares, bonds, debentures, debenture stock 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, debenture stock or other securities may be either specially charged upon all or any part of the property of the company and its uncalled capital or not so charged.
- (4) To insure and keep insured against loss or damage by fire, or otherwise for such period and to such extent as they may think proper all or any part of the building, machinery, goods, stores, produce and other moveable property of the company either separately or conjointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the company and to sell, assign surrender or discontinue any policies of assurance effected in pursuance of this power.
- (5) To open accounts with any bank or bankers or with any company, firm or individual and to pay money or to draw money from any such account from time as the Directors may think fit.
- (6) To secure the fulfilment 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 unpaid capital for the time being or in such other manner as they think fit.
- (7) To attach to any shares to be issued as the consideration for any contract with or property acquired by the company, or in payment for services rendered to the company, such conditions as to the transfer thereof as they think fit.
- (8) To accept from any member on such terms and conditions as shall be agreed a surrender of his shares or stock or any part thereof, so far as may be permissible by law.
- (9) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the company any property belonging to the company or in which it is interested, or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of trustees of such trusts.
- (10) To institute, conduct, defend, compound or abandon any legal proceedings by or against the company or its officers, or otherwise concerning the affairs of the company, and also to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the company.
- (11) To refer any claim or demand by or against the company or any differences to arbitration and observe and perform any awards made thereon.
- (12) To act on behalf of the company in all matters relating to bankrupts and insolvents.
- (13) To make and give receipts, releases and other discharges for moneys payable to the company and for the claims and demands of the company.
- (14) To determine from time to time who shall be entitled to sign on the company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and to give the necessary authority for such purposes.

- (15) 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 purposes thereof upon such security and other investments (not being share of this company), or without security and in such manner as they may think fit, and from time to time vary or realise such investments, provided that save as permitted by section 49 of the Act, all investments shall be made and held in the company's own name.
- (16) To execute in the name and on behalf of the company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety for the benefit of the company such mortgages of the company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, covenants, provisions and agreements as shall be agreed on.
- (17) Subject to the provisions of the Act to give to any Director, officer or other person employed by the company an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the company, and such interest, commission on share of profits shall be treated as a part of the working expenses of the company.
- (18)
 - (a) To provide for the welfare of Directors, employees or ex-employees of the company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses or profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other association, institutions, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries medical and other attendance as the company shall think fit,
 - (b) To subscribe or contribute or otherwise to assist or to guarantee money to charitable benevolent religious, scientific, national, public, political or any other institutions, objects or purposes, or for any exhibition.
- (19) Before recommending any dividend to set aside out of the profits of the company such sums as they may think proper for depreciation to a Depreciation Fund, General Reserve Fund, Sinking Fund or any special or other fund or funds or account or accounts to meet contingencies to repay redeemable preference shares, debentures or debenture-stock, for special dividends, for equalising dividends, for repairing, improving, extending and maintaining any part of the property of the company, and/or for such other purposes (including the purposes referred to in the last two preceding sub-clauses), as the Directors may, in their absolute discretion think conducive to the interests of the company, and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by the Act) as the Directors may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the company, in such manner and for such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the company notwithstanding that the matters to which the Directors apply or upon which they expend the same or any part thereof may be matters to or upon which the capital money of the company might rightly be applied or expended and to divide the Reserve, General Reserve, or the Reserve Fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above Funds or accounts, including the depreciation Fund, in the business of the company or in the purchase or repayment of redeemable preference shares, debentures or debenture-stock and that without being bound to keep the same, with power however to the Directors at their discretion to pay or allow to the credit of such fund interest at such rate as the Directors may think proper.
- (20) To appoint and at their discretion remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and Employees for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances of such amounts as they may think fit. And also without prejudice as aforesaid,

from time to time provide for the management and transaction of the affairs of the company in any specified locality in India in such manner as they think fit and the provisions contained in sub-clauses (22), (23), (24), and (25) following shall be without prejudice to the general powers conferred by this sub-clause.

- (21) To comply with the requirements of any local law which in their opinion it shall in the interest of the company be necessary or expedient to comply with.
- (22) From time to time and at any time to establish any Local Board for managing any of the affairs of such company in any specified locality in india or else where and to appoint any persons to be members of such Local Boards, or any Managers or Agents, and to fix their remuneration.
- (23) Subject to the provisions of section 292 of the Act and Article 175 from time to time, and at any time to delegate to any such Local Board, or any member or members thereof or any Managers of Agents so appointed any of the powers, authorities and discretions for the time being vested in the Board of Directors, and to authorise the members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies; and any such appointment or delegation under sub-clause (22) of this Article may be made on such terms and subject to such conditions as the Board of Directors may think fit, and the Board of Directors may at any time remove any person so appointed, and may annul or vary any such delegation.
- (24) At any time and from time to time by power of attorney to appoint any person or persons to be the attorney or attorneys of the company, for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board of Directors under these presents and excluding the powers which may be exercised only by the Board of Directors under the Act of these Articles) and for such period and subject to such conditions as the Board of Directors may from time to time think fit; and any such appointment may (if the Board of Directors think fit) be made in favour of the members or any of the members or any of the members of any Local Board, established as aforesaid or in favour of any company, or the members, Directors, nominees or Managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board of Directors and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board of Directors may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.
- (25) Generally subject to the provisions of the Act and these Articles to delegate the powers authorities and discretions vested in the Directors to any person, firm, company, or fluctuating body of persons as aforesaid.
- (26) Subject to the provisions of the Act and these Articles for or in relation to any of the members aforesaid or otherwise for the puposes of the company,, enter into all such negotiations and contracts and rescind and vary all such contract and execute and do all such Acts, deeds and things in the name and on behalf of the company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the company.

MANAGING DIRECTORS

154. Power to appoint Managing Directors

Subject to the provisions of sections 197A, 198, 267, 268, 269, 309, 311, 316, and 317 and other applicable provisions of the Act if any and of these Articles, the Board of Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors (in which expression shall be included a joint Managing Director) of the company for such terms not exceeding five years at a time as they may think fit and may from time to time (subject to the provisions of the Act and any contract between him or them and the company) remove or dismiss him or them from office and appoint another or in his or their place or places. The company shall comply with the provisions of section 302 of the Act so far as applicable.

155. What provisions he shall be subject to

Subject to the provisions of the Act and of these Articles, a Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation but he shall be subject to the provisions of any contract between him and the company be subject to the same provisions as to resignation and removal as the other Directors of the company and he shall ipso facto and immediately cease to be a managing Director if he ceases to be a Director.

156. Remuneration of Managing Director

The remuneration of Managing Director (subject to section 309 and other applicable provision of the Act, if any and of these Articles and of any contract between him and the company) shall from time to time be fixed by the Directors, and may be by way of fixed salary, or commission on profits of the company, or by participation in any such profits, or by any or all of these modes. A Managing Director shall not receive or be paid any commission on sales or purchases made by or on behalf of the company.

157. Powers and Duties of Managing Directors

Subject to the supervision and control of the Board of Directors the day to day management of the company shall be in the hands of the Managing Directors. The Directors may from time to time entrust and confer upon a Managing Director for the time being (save as hereafter in this Article provided) such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf; and may from time to time revoke, withdraw, alter or vary all or any of such powers, PROVIDED HOWEVER, that the Directors shall not entrust to confer upon a Managing Director and a Managing Director shall not have or be entitled to exercise the power (1) to make call upon the members of the company in respect of moneys unpaid on the shares held by them respectively, (2) to borrow any sum or sums of money for the purposes of the company or to make loans out of the funds of the company except within such limits as may from time to time be previously fixed by the Directors, or (3) to invest any of the moneys of the company and (4) to do any Act which under the Act or these Articles is required to be done by the company in General Meeting or at a meeting of the Board.

DIVIDENDS

158. The company in General Meeting may declare a dividend

The company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

- 159.** (1) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks proper as a reserve of reserves which shall, at the discretion of the Board, be applicable for any purpose to which the company may be properly applied, including provision for meeting contingencies or for equalising dividends, and pending such applications, may, at the like discretion, either be employed in the business of the company or be invested in such investment (other than shares of the company) as the Board may, from time to time think fit.
- (2) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.

160. Dividends only to be paid out of Profits

No dividends shall be declared or paid otherwise than in cash. No dividend shall be declared or paid by the company for any financial year except out of the profits of the company for the year arrived at after providing for depreciation in accordance with the provisions of section 205 of the Act.

161. Interim Dividend

The Board May, from time to time, pay to the members such interim dividends as appears to it to be justified by the profits of the company.

162. Capital paid up in advance of interest not to earn dividend

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

163. Dividends in proportion to amount paid up

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

164. Refention of Dividend

Subject to the provisions of section 207 of the Act the Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls otherwise in relation to the shares of the company.

165. Transfer of shares not to pass right of dividend

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

166. Dividends how remitted

Any dividend interest or other moneys payable in cash in respect of shares, may be paid by cheque or warrant or by a pay-slip or receipt having the force of a cheque or warrant sent through the post directed to the registered address of the member or person entitled or in case of joint holders to that one of them first named in the Register in respect of the joint holding. Any one of such joint holders shall be entitled to give effectual receipts and discharges to the company in respect thereof. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The company shall not be liable or, responsible for any cheque or warrant or pay-slip or receipt lost in transmission or for any dividend lost to the member or person entitled thereto by the forged endorsement of receipt or the fraudulent recovery of the dividend by any other means.

167. Special provisions in reference to dividend

The Dividend shall be payable to 1st of the joint holders.

168. Divided and call together

Any General Meeting declaring a dividend may 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 may 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.

169. Capitalisation

The Company in Genral Meeting may, upon recommendation of the Board, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account or otherwise available for distribution.

169A. Treatment of Unpaid (Unclaimed) Dividend.

As regards unpaid (unclaimed) dividend the company shall comply with the Provisions of Section 205A of the Act. (amended w.e.f. 26th Aug. 1993 (EGM))

No unclaimed or unpaid dividend shall be forfeited by the Board. (amended w.e.f. 28th Jan. 1994 (EGM))

ACCOUNTS

170. Directors to keep true accounts

The company shall cause to be kept proper Books of Account with respect to:

- (a) All sums of money received and expended by the company and the matters in respect of which the receipts and expenditure take place :
- (b) all sales and purchases of goods by the company;
- (c) the assets and liabilities of the company;

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

The Books of Account shall be kept at the Registered Office or at such other place or places in India as the Board of Directors think fit and shall at all times be open to inspection by the Board during business hours. The Books of Account relating to transactions effected at a branch office may subject to the provisions of Act be kept at that branch office as provided in section 209 of the Act.

171. As to inspection of account by members

The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being Directors. No member (not being a Director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in General Meeting. The company shall comply with section 163 of the Act.

172. Statement of accounts to be furnished to General Meeting

At each Annual General Meeting, the Board shall as provided in section 210 of the Act lay before the company a Profit and Loss Account and a Balance Sheet prepared and authenticated as prescribed by the Act and containing inter alia a summary of the property and assets and capital and liabilities of the company, made up to the period beginning with the day immediately after the period for which the Account was last submitted and ending with a day which shall not precede the day of the meeting by more than six months. The Balance Sheet shall be accompanied by the documents mentioned in sections 216 and 217 of the Act.

173. Directors Report under Section-217 of the Act

Every such Balance Sheet shall be accompanied by a report of the Board as to the state of the company's affairs and other matters as specified in section 217 of the Act. The report shall be signed as provided in the said section.

174. Balance Sheet and Auditors Reports

The Profit and Loss Account and Balance Sheet shall subject to the provisions of the Act be signed by its Secretary (if any) and by not less than two Directors of the company one of whom shall be a Managing Director, provided that if there is only one Director present in India at the time, the Profit and Loss Account and Balance Sheet shall be signed by such Director, but in such a case there shall be subjoined to the Profit and Loss Account and Balance Sheet a statement signed by such Director explaining the reason for non compliance with the aforesaid provision requiring the signature of two Directors. The Profit and Loss Account and Balance Sheet shall after being approved by the Board be audited by the Auditors as hereinafter provided and the Auditors' Report (including the Auditors separate special or supplementary report, if any) shall be attached thereto and such report shall be read before the company in General Meeting and shall be open to inspection by any member.

175. A copy of Profit & Loss Account, Balance Sheet etc. shall be sent to each member

A copy of every Profit and Loss Account and Balance Sheet so audited and of the Auditors' Report and the Report of the Board and every other document required by law to be annexed or attached to the Balance Sheet shall, not less than 21 days before the date of the meeting at which the same are to be laid before the members, be sent as provided in section 219 of the Act in the manner in which notices are hereinafter directed to be served, and a copy of these documents shall be deposited at the office for the inspection of the member during a period of at least 21 days before the said meeting.

176. Three copies to be filed with the Registrar

After the Balance Sheet and Profit and Loss Account have been laid before the company in General Meeting (within 30 days from the date on which the Balance Sheet and the Profit and Loss Account were so laid), three copies thereof signed by the Managing Director or Secretary shall be filed with the Registrar, together with three copies of all documents which are required by the Act to be annexed or attached to such Balance Sheet or Profit and Loss Account.

AUDIT

177. Accounts to be audited

Once at least every year the account of the company (including Branch Office if any) shall be balanced and audited and the correctness of the Profit and Loss Account and Balance Sheet be ascertained by an Auditor or Auditors.

178. Appointment and qualification of Auditors

Auditors shall be appointed and their rights and duties be regulated in accordance with sections 224 to 231 of the Act. The company at each Annual General Meeting shall appoint a qualified Auditor to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting, and shall within 7 days of the appointment give intimation thereof to every Auditor so appointed unless he is a retiring Auditor, and the following provisions shall have effect, that is to say:

- (1) if any appointment of an Auditor or Auditors is not made at an Annual General Meeting, the Company shall notify the Central Government thereof within seven days thereafter and the Central Government may appoint an Auditor for the current year, and fix the remuneration to be paid to him by the company for his services.
- (2) The Board may fill up any casual vacancy that may occur in the office of the Auditor by the appointment of a person who shall hold such office until the next Annual General Meeting, but while any such vacancy continues the surviving or remaining Auditor, the vacancy shall only be filled by the company in General Meeting.
- (3) A Director or Officer of the company or a partner of or person in the employment of such Director or Officer or any person indebted to the company shall not be capable of being appointed Auditor of the company.
- (4) If any person after being appointed Auditor becomes indebted to the company, his appointment shall there upon be terminated.
- (5) Retiring Auditors shall be eligible for re-election.
- (6) At any Annual General Meeting, a retiring Auditor shall be reappointed unless any of the circumstances has arisen as specified in section 224 of the Act.
- (7) In the case of a proposal to appoint Auditor, a person other than a retiring Auditor, or a proposal that a retiring Auditor, shall not be reappointed, the provisions of section 225 shall be complied with.

179. Audit at Branch Offices

The Accounts of the Branch Offices of the company shall be audited in the manner as specified in section 228 of the Act, with power to the company to have the same audited by a person other than the company's Auditor as provided in the said section.

180. Remuneration of Auditors

The remuneration of the Auditors shall be fixed by the company in General Meeting except that the remuneration of any Auditors appointed to fill any casual vacancy, may be fixed by the Board.

181. Company's books etc. shall always be open to auditors.

Every Auditor shall have a right of access at all times to the books and accounts and vouchers of the company whether kept at the Head Office of the company or elsewhere and shall be entitled to require from the Directors and Officers of the company such information and explanations as the Auditors may think necessary for the performance of the duties of the Auditors. The Auditors shall make a report to the members on the accounts examined by them, and on every Balance Sheet and Profit and Loss Account and on every other document declared by the Act to be part of or annexed to the Balance sheet or Profit and Loss Account laid before the company in General Meeting during their tenure of office.

182. Report to give reasons

Where any of the matters referred to in the auditor's report is answered in the negative or with a qualification the report shall state the reason for such answer. The Auditors Report shall be attached to the Balance Sheet and Profit and Loss Account and there shall be inserted at the foot thereof a reference of the report and such report shall be read before the company in General Meeting and shall be open to inspection by any member of the company.

183. Auditors to receive notice of certain meetings

Every Auditor shall be entitled to receive notice of and to attend any General Meeting at which any accounts which have been examined or reported on by him are to be laid before the company, and may make any statement or explanation he desires with respect to the accounts:

184. Accounts when audited and approved to be conclusive except as to errors discovered within three months

Every Account when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

185. Seal

The Board shall provide a common Seal for the purposes of the company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof. The Board shall provide for the safe custody of the Seal.

The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or a Committee of the Board authorised by it in that behalf previously given and except in the presence of at least one Director.

AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS

186. Authentication Of Documents And Proceedings

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

187. To whom notices must be given

Notice of every General Meeting shall be given in same manner hereinbefore authorised to (a) every member (including bearers of share warrants) except those members who (having no registered address within India) have not supplied to the company an address within India for the giving of notices to them, and to (b) every person entitled to a share in consequence of the death or insolvency of a member who but for his death or insolvency should be entitled to receive notice of the meeting.

188. Secrecy Clause

Subject to the provisions of the Act, no member shall be entitled to visit or inspect any works of the company without the permission of the Directors, or to require discovery of or any information respecting any detail of the company's trading or customers 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, or the managing director it would be inexpedient in the interest of the members of the company to disclose.

WINDING UP

189. Winding Up

- (1) If the company shall be wound up, the Liquidator may with the sanction of a Special Resolution of the company and any other sanction required by the Act divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (2) For the purpose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (3) The Liquidator may, with the like sanction; vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

SECRECY CLAUSE

INDEMNITY AND RESPONSIBILITY

190. Directors and others' right to indemnity

- (a) Subject to the provisions of section 201 of the Act every Director, Manager, Secretary and other Officer or employee of the company 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,, losses and expenses (including travelling expenses) which any such Director, Managing Director, Officer or employee may incur or become liable to by reason or any contract entered into or act or deed done by him as such Director, Officer or servant of in any way in the discharge of his duties.
- (b) Subject as aforesaid every Director, Managing Director Manager, Secretary or other Officer or employee of the company shall be indemnified aggainst any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 633 of the Act in which relief is given to him by the Court.

191. Not responsible for acts of others

Subject to the provisions of section 201 of the Act no Director, Managing Director or other Officer of the company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity, or for any loss ,or expense happening to the company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf or the company, or for the inefficiency or deficiency of any security in or upon which any of the moneys of the company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Article of Association and respectively agree to take the number of shares in the capital of the Company set of opposite our respective names:

Name, addresses, descriptions and occupations of subscribers	Number of shares taken by each subscriber	Signature of the witness & their address, descriptions and occupation
Sd. RAMAN DEVJIBHAI SABHAYA S/o. Devjibhai Sabhaya 65/A, Panchavati Society Road no.4, RAJKOT. occu. : Industrialist	100 [One Hundred]	<p>Common witness to all</p> <p>Sd/- HASMUKH B. KALARIA Chartered Accountant S/o. Bhagwanjibhai B. Kalaria 22, Jay Khodiyar Comm. Centre, Rajputpara Main Road, RAJKOT - 1. Occu. : Practicing Chartered Accountant</p>
Sd. DHIRAJ DHARAMSHIBHAI PAMBHAR S/o. Dharamshibhai Pambhar 4, Ranchhodnagar Society, RAJKOT. occu.: Architect	100 [One Hundred]	
Sd. DILIP MULJIBHAI DUDHAGARA S/o. Muljibhai Dudhagara Etna, L-92 Housing Board West, St. no. 8, RAJKOT. occu.: Industrialist	100 [One Hundred]	
Sd. AMRUT JETHALAL KALARIA S/o. Jethalal Kalaria 61, Geeta Apartment, 25, New Jagnath, RAJKOT. occu. : Industrialist	100 [One Hundred]	
Sd. MADHUBHAI SHAMBHUBHAI PATOLIA S/o. Shambhubhai Patolia Pratik, 101, Astron Society, RAJKOT. occu. : Industrialist	100 [One Hundred]	
Sd. RAMNIK MANJIBHAI BUSA S/o. Manjibhai Busa 3, Shri Nivas Colony, opp. S.T.Depo, JAMNAGAR occu. : Business	100 [One Hundred]	
Sd. BHARAT MULJIBHAI CHOKSI S/o. Muljibhai Choksi Shreeji Sadan.Kanta Vikas Gruh Road, RAJKOT occu. : Business	100 [One Hundred]	
Sd. JAGDISH PURSHOTTAMBHAI DETHANIA S/o. Purshottambhai Dethania "Kailash", Shakti Society, Sant Kabir Road, RAJKOT occu. : Business	100 [One Hundred]	
Dated this 18th day of December, 1991.	800 [Eight hundred] Place : Rajkot	