

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

VINYL CHEMICALS (INDIA) LIMITED

TABLE – A EXCLUDED

Table A not to apply

1. The regulations contained in Table A, Schedule 1, to the Companies Act, 1956, save as reproduced herein, 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 Company's power to modify, alter or add to its regulations be such as are contained in these Articles.

INTERPRETATION

Interpretation Clause

2. In the interpretation of these Articles, the following words and expressions shall have the following meaning assigned thereunder, unless repugnant to the subject or context thereof.

“The Company” or “This Company”

“The Company” or “This Company” means VINYL CHEMICALS (INDIA) LIMITED.

“The Act” or “the said Act”

“The Act” or “the said Act” means the Companies Act, 1956, or any statutory modifications thereof.

“Articles”

“Articles” means these articles of association as from time to time altered by special resolution.

“The Board” or “The Directors”

“The Board” or “The Directors” means a meeting of the Directors, duly called and constituted, or the Directors assembled as a Board, or the Directors for the time being of the Company.

“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.

“Seal”

“Seal” means the common Seal for the time being of the Company.

“Gender”

Words importing the masculine gender also include the feminine gender.

“Singular number”

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

“In writing” and “written”

“In writing” and “written” shall include printing and lithography and other modes of representing or reproducing words in any form.

“Member”

“Member” means the duly registered holder from time to time of the shares of the Company and includes the subscribers of the Memorandum of the Company.

“The Registrar”

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

“Expressions in the Act to bear the same meaning in Articles.”

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force on the date at which the Articles become binding on the Company. The marginal notes to the Articles have been

inserted for convenience of reference and shall not affect the construction and interpretation of these articles.

Capital

3(1) The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Rupees Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each.

- *Increase of Authorised Share Capital from Rs. 25,00,000/- to Rs. 12,15,00,070/- vide Ordinary Resolution passed at the Extra Ordinary General Meeting held on 01.12.1987*
- *Increase of Authorised Share Capital from Rs. 12,15,00,070/- to Rs. 17,00,00,000/- vide Ordinary Resolution passed at the Extra-Ordinary General Meeting held on 14.08.1989*
- *Increase of Authorised Share Capital from Rs. 17,00,00,000/- to Rs. 20,00,00,000/- vide Ordinary Resolution passed at the Extra-Ordinary General Meeting held on 18.09.1990.*

Non Voting Shares

3(2) Subject to the provisions of the Act and of other applicable provisions of law, the Company may issue shares, either equity or any other kind with non voting rights and the resolution authorizing such issue shall prescribe the terms and conditions of that issue.

Purchase of Fully Paid Shares

3(3) The Company shall have power subject to and in accordance with all applicable provisions of the Act to purchase any of its own fully paid shares whether or not they are redeemable and may make a payment out of capital in respect of such purchase.

The following is a new Article 3 substituting the present Article 3 as approved at the Annual General Meeting of the members of the company held on 18th September, 1990 :.

4. Subject to provisions of Section 80 of the Act, the Company shall have power to issue preference shares carrying a right of redemption or liable to be redeemed at the option of the Company and the Directors, may, subject to the provisions of the Act and of these Articles, exercise such power in any manner prescribed by the resolution authorizing the issue of such shares.

Allotment of Shares

5. *As Amended at the Extra-Ordinary General Meeting held on 5th May, 1989 :*

Subject to the provisions of the Act and these Articles the shares in the capital of the Company for the time being shall be under the control of the Directors who may allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and at a premium or at par or discount and at such times as they may from time to time think fit.

Provided that option or right to call of shares shall not be given to any person or persons except with the sanction of the company in General Meeting.

6. Whenever the Company shall make an allotment of its shares, it shall within prescribed time thereafter file with the Registrar, a return of allotment and other documents, as required by Section 75 of the Act.

Instalments of Shares

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

Company not to purchase its shares

8. Except as permitted by section 77 of the Act, no funds of the Company shall be employed directly or indirectly for the purchase of any shares of the Company, and the Company shall not give any financial assistance for or in connection with the purchase or subscription of any shares in the Company.

Buy Back of Shares

- 8A. Notwithstanding anything contained in these Articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors may, when and if thought fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be permitted by the law.

As amended at the 12th Annual General Meeting held on 16-9-1998:

Trust not recognised

9. Except as required by law no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except as absolute right to the entirety thereof in the registered holder.

Acceptance of Shares

10. An application signed by or on behalf of an applicant for shares in the Company followed by an allotment of shares shall constitute an acceptance of shares for purposes of these Article, and every person who thus or otherwise accepts any shares and whose name appears on the Register of Members shall for the purpose of these Articles be a member.

Debts due to the Company

11. The sum which the Board shall on the allotment of any shares require or direct to be paid by way of deposit call or otherwise in respect of any shares shall immediately on the insertion of the name of the allottee in the Register become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

Liability of Members

12. Every member, or his heirs, executors or administrators shall pay to the Company the proportion of the capital represented by his shares or shares which may for the time being remain unpaid in such amounts, at such time or times, and in such manner as the Board of Directors shall from time to time determine in accordance with these Articles. Except as required by law or ordered by a court of competent jurisdiction no person shall be recognized by the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any way to recognize (even when having notice thereof) any benami, equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share (except only by these presents or by law otherwise provided) or any other rights in respect of any share, except in an absolute right to the entirety thereof in the registered holder.

As amended at the 12th Annual General Meeting held on 16-9-1998:

DEMATERIALISATION OF SECURITIES

Definitions

12A (1) **For the purpose of this Article :-**

‘Beneficial Owner’ means a person or persons whose name is recorded as such with a depository;

‘SEBI’ means the Securities & Exchange Board of India;

‘Depository’ means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration to act as a depository under the Securities & Exchange Board of India Act, 1992; and

‘Security’ means such security as may be specified by SEBI from time to time.

(2) Dematerialisation of Securities

Notwithstanding anything contained in these Articles, the company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

Options for Investors

- (3) Every person subscribing to securities offered by the company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the company shall, in the manner and within the time prescribed issue to the beneficial owner the required Certificates of Securities.

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

Securities in Depositories to be in fungible form

- (4) All securities held by a depository shall be dematerialized and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

Rights of Depositories and Beneficial Owners

- (5) (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

- (c) Every person holding securities of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

Service Of Documents

- (6) Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means electronic mode or by delivery of floppies or discs.

Transfer of Securities

- (7) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

Allotment of Securities dealt with in a Depository

- (8) Notwithstanding anything in the Act of these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

Distinctive numbers of Securities held in a Depository

- (9) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held with a depository.

Register and Index of Beneficial Owners

- (10) The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

SHARE CERTIFICATE

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

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

Issue of Share Certificate

- (1) Every share certificate shall be issued under the seal of the company, which shall be affixed in presence of (i) two directors or persons acting on behalf of the Directors under a duly registered power of attorney; and (ii) the secretary or some other person appointed by the Board for the purpose. The two Directors or their attorneys and the secretary or other person shall sign the share certificate; Provided that atleast one of the aforesaid two Directors shall be a person other than the Managing Director or a Whole-time Director.

Manner of Signature of Director

- (2) A Directors may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

Endorsement on Share Certificate

- (3) Every endorsement upon the Certificate of any share in favour of any transferee thereof shall be signed by the Director, secretary or some other person for the time being authorised by the Directors in that behalf.

Limitations of The Issue of Certificate

- (4) The Company shall within three months after the allotment of any of its shares or debentures and within one month after the application for the registration of the transfer of any such shares or debentures,

complete and deliver the certificate of all shares and debentures allotted or transferred, unless the conditions of issue of the shares or debentures otherwise provide.

Member's right to certificate

14. Every member shall be entitled free of charge to one certificate for the share of each class or denomination registered in his name or if the Directors so approve to several certificates each for one or more shares. Every certificate of shares shall indicate the date of its issue and specify the name of the person in whose favour the certificate is issued, the shares to which it relates and the amount paid thereon. Particulars of every certificate issued shall be entered in the Register of Members in the form set out in the Act, or in a form as near thereto as circumstances admit.

Issue of New Certificate

As Amended at the Extra-Ordinary General Meeting held on 05.05.1989.

15. If any certificate of any share or shares be surrendered to the Company for sub-division or consolidation or if any certificate be defaced, torn or old, decrepit or worn out or where the cages in the reverse for recording transfers have been duly utilized, then upon surrender thereof to the Company, the Directors may order the same to be cancelled and may issue a new certificate in lieu thereof and if any certificate be lost or destroyed then upon proof thereof to the satisfaction of the Directors, and on giving such indemnity as the Board thinks fit, a new certificate in lieu thereof may be issued to the registered holder of such shares. For every certificate issued in lieu of certificate lost or destroyed, there shall be paid to the Company a fee not exceeding Two Rupees as the Directors may from time to time prescribe and the payment of out-of-pocket expenses incurred by the Company in investigating evidence in case of any certificate which is lost or destroyed.

Certificates in case of joint holder

16. The Company shall not be bound to issue more than one certificate in respect of any share jointly held by several members and delivery of the shares certificate to one of the several joint holders shall be sufficient delivery to all such members and unless otherwise required shall be delivered to the members whose name appears first in the Registrar.

UNDERWRITING AND BROKERAGE

Commission may be paid

17. Subject to the provisions of Section 76 of the Act the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in or debentures of the company, or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in or debentures of the Company, but so that the commission shall 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 half per cent of the price at which the debentures are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or debentures or partly in one way and partly in the other.

Brokerage

18. The Company may pay a reasonable sum for brokerage.

INTEREST OUT OF CAPITAL

Interest on capital.

19. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any work of 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 represented by such shares as in 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.

CALLS

Calls.

20. The Directors may, from time to time, subject to the terms on which any shares may have been issued and to the provisions of Section 91 of the Act,

make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them. A call may be made payable by instalments and may be revoked or postponed as the Directors may determine.

Notice of call.

21. Not less than fourteen days' notice shall be given in respect of any call and the notice shall specify the place and the time of payment, and the person to whom such sum shall be paid.

Interest on call or instalment.

22. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall be due, shall pay interest on the same at such rate as the Directors may determine from the day appointed for payment thereof to the time of payment. The Director may waive payment of such interest wholly or in part.

Action for recovery of calls.

23. On the trial or hearing of any action or suit brought by the Company against any member or his representatives or recover any moneys due to the Company in respect of his share, it shall be sufficient to show what the name of the member is, or was, when the claim arose, in the Register as a holder or one of the several holders of the shares in respect of which such claim is made, that the amount claimed is not entered as paid in the books of the Company, that the resolution making the call is duly recorded in the Minute Book, that the notice of such call was duly given to the member and it shall not be necessary to prove the appointment of the Directors who make such call, nor that a quorum was present at the Directors who make such call, nor that a quorum was present at the Directors Meeting at which any call was made, that the meeting at which any call was made, was duly convened or constituted nor any other matter whatsoever, but the proof of matters aforesaid shall be conclusive evidence of the debt.

As amended at the Extraordinary General Meeting held on 05.05.1989

Moneys paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in the profits of the company.

Payment of calls in advance.

24. The Directors may, if they think fit, receive from any member willing to advance the same, all or part of the money due upon the shares held by him beyond the sums actually called for and upon the monies so advanced may pay interest at such rate not exceeding nine percent per annum as the members paying such sum and the Directors may agree upon. The Directors may at any time repay the sum so advanced upon giving three months written notice.

When call deemed to have been made.

25. Call shall be deemed to have been made at the time when the resolution of the Directors authorizing such calls was passed.

Liability of joint holders

26. The Joint holders of a share shall severally, as well as jointly, be liable for the payment of all instalments and calls due in respect thereof.

Amount payable on allotment etc.

27. (1) Any sum which by the terms of issue of shares becomes payable on allotment or at fixed date whether on account of the nominal value of the shares 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 sums all the relevant provisions of these regulations, payment of interest, expenses, forfeiture, or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

FORFEITURE AND LIEN**Payment of call or instalment.**

28. If any member or his legal representative, as the case may be, fails to pay any call or instalment or any money due in respect of any shares either by way of interest or otherwise on or before the day appointed for the payment of the same or any extension thereof, the Directors may at any time, thereafter, during such time as the call, instalment, interest or other money remains

unpaid, serve a notice on such member or his legal representative as the case may be requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

Contents of Notice

29. The Notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which call or instalment and such interest and expenses as aforesaid are to be paid. The Notice shall also state that in the event of non-payment at or before the time and at the place specified, the shares in respect of which the call is made or instalment is payable shall be liable to be forfeited.

Forfeiture of Shares.

30. If any member or his legal representative shall fail to comply with any notice as above, any shares in respect of which such notice has been given may, at any time thereafter but before all calls, instalments, interests, expenses or other moneys, due in respect thereof are paid, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture, Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interests 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.

Notice of forfeiture

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

Forfeited shares to become property of the Company.

32. Any share so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit.

Power to annul forfeiture.

33. The Directors may at any time before any share so forfeited shall have been sold, reallocated or otherwise disposed of, annul the forfeiture thereof upon such conditions as they may think fit.

Arrears be paid notwithstanding forfeiture

34. Any member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay the Company all calls, installments, interest, expenses or other moneys owing upon or in respect of such shares on the date of forfeiture together with interest thereon from the date of forfeiture until payment, at such rate not exceeding 9 percent per annum as the Directors may determine.

Effect of forfeiture

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

Evidence of forfeiture

36. A duly verified declaration in writing that the declarant is a Director or Secretary of the Company and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposition thereof shall constitute a good title to such shares and the purchaser shall not be bound to see the application of the purchase money, nor shall his title to such shares be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.

Company's lien on shares.

37. The Company shall have first and paramount lien on 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 the sale thereof for all moneys (whether presently payable or payable at a fixed time) in respect of shares, and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Directors may at any time declare any shares to be wholly or in part to be exempt from the provisions of this article.

Enforcing lien by sale.

38. For the purpose of enforcing such lien, the Directors may sell the shares subject thereto in such manner as they think fit, but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell the shares shall have been served on such member, his heirs, executors or administrators, or his committee, or other legal representatives, as the case may be, and default shall have been made by him or them in the payment of the sum payable as aforesaid for fourteen days after such notice. The net proceeds of any such sale (after payment of the cost of such sale) shall be applied towards satisfaction of the amount in respect of which the lien exists and the residue, if any, shall be paid to the person entitled to the share at the date of the sale.

39. **Validity of sale in exercise of lien, etc.**

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceeding or to the application of the purchase money, and after this name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any person, and remedy of any person aggrieved by the sale shall be in damages only against the Company exclusively. Upon any such sale as aforesaid, the certificates in respect of the shares sold shall become null and void and of no effect and the Directors shall be entitled to issue new certificate in lieu thereof to the purchaser.

TRANSFER AND TRANSMISSION OF SHARES

Conditions regarding transfer of shares.

40. No transfer of any share or debentures shall be registered by the Company unless a proper instrument of transfer, duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee, and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate relating to the shares or debenture or with a letter of allotment of the shares or debentures if no such certificate is in existence and the transferor shall be deemed to be the holder of such shares or debentures until the name of the transferee is entered in the Register. 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 instrument of transfer signed 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 clause shall prejudice any power of the Company to register as shareholder or debentures holder any person who becomes entitled to any share or debenture by operation of law.

Application for transfer.

41. (1) An application for the registration of a transfer of shares or other interest of a member in the Company may be made either by the transferor or transferee.
- (2) Where the application is made by the transferor and relate to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in accordance with Section 110 of the Act, and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.

Instrument of transfer

42. Every instrument of transfer of shares shall be in the prescribed form and shall be presented to the prescribed authority before such instrument is signed by or on behalf of the transferor in accordance with Section 108 (1-A) of the Act. Every such instrument shall be delivered to the Company within the time prescribed by the Act.

Directors may refuse to register transfers

43. Subject to the provisions of Section 111 of the Act, the Directors without assigning any reason, may, within one month from the date on which the instrument was delivered to the Company, refuse to register any transfer of a share upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any person or persons indebted to the Company on any account whatsoever unless the Company has a lien on the shares. In case of refusal to register a transfer of shares the Company shall within one month from the date on which the instrument of transfer was lodged, with the Company; send to the transferee and transferor, notice of the refusal to register such transfer.

Article 43(i) and (ii) deleted w.e.f 05.05.1989 and replaced by the following paragraphs:

The Board shall not refuse consolidation of share certificates or transfer of shares in whatever lot provided however that the company may refuse to split a share certificate into several scripts of very small denominations or a transfer of share comprised in a share certificate to several parties involving such splitting of shares if on the face of such request for splitting or transfer it appears to the Board of Directors that the same is unreasonable or without a genuine need.

Except as above, the company shall not refuse transfer of shares in violation of the Stock Exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.

No Transfer to Minor etc

44. No transfer shall be made to an insolvent or a person of unsound mind or to a firm or partnership in the name of the firm or to the name of a minor.

Right to retain Instrument

45. All instruments of transfer which shall be registered shall be retained by the Company until destroyed by order of the Board but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

Fee on transfer or transmission

46. No fee shall be charged by the Company in respect of the transfer or transmission of any number of shares, grant of probate or letters of administration or other similar instrument.

Title to shares of deceased members

47. The executors or administrators or holders of a succession certificate or the legal representatives of a deceased (not being one or two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member and the Company shall not be bound to recognize such executors or administrators or holders of succession certificate or the legal representatives unless they shall have first obtained Probate or Letters of Administration or Succession Certificate or other legal representation as the case may be, from a duly constituted court in the Union of India; provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of Probate or Letters of Administration or Succession Certificate upon such terms as to indemnity or otherwise as the Board, in its absolute discretion may think necessary 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.

Registration of persons entitled to shares otherwise than by transfer

48. Subject to the provisions of the preceding two Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he purports to act under these Articles or of his title as the Board think sufficient either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the 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 the shares.

As amended at the AGM held on 14.09.1999

Nomination

- 48A. Notwithstanding anything stated in Article 47 and 48, a holder or joint holders of shares or debentures, may nominate, in accordance with the provisions of Section 109A of the Companies Act, 1956 and/or any amendments and/or modification that may be made by the Central Government in that behalf from time to time and in the manner prescribed thereunder, a person to whom all the rights in the shares or debentures of the company shall vest in the event of death of such holder/s. Any nominations so made shall be dealt with by the company in accordance with the provisions of Section 109B of the Companies Act, 1956 and/or any amendments and/or modification that may be made by the Central Government in that behalf from time to time.

Claimant entitled to same advantage

49. The person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not, before being registered as a member in respect of the shares, be entitled in respect of it, to exercise any right conferred by membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if notice is not complied with within sixty days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of the share until the requirements of the notice have been complied with.

Notice prohibiting registration of a transfer

50. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares, made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title to or interest 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 it of any equitable right, title or interest, or be under any liability, whatsoever for refusing or neglecting to do so through it may have been entered or referred to in the same 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.

Transfer and Transmission of Debentures

51. All the provisions herein contained as to the transfer and transmission of shares shall apply mutatis mutandis to the transfer and transmission of debentures of the Company.

ALTERATION OF SHARE CAPITAL

Further issue of shares

52. Subject to the provisions of the Act, the new shares shall be issued upon such terms and conditions and with such right and privileges annexed thereto as the General meeting creating the same shall direct, and if no direction be given as the Directors shall determine and in particular such shares may be issued with a preferential or qualified right to dividends and in distribution of assets of the Company in conformity with section 87 and 88 of the Act.

Power also to Company in General Meeting to issue shares

53. In addition to and without derogating from the powers for that purpose conferred on the Board under Articles 5 and 52, the Company in General Meeting may determine that any shares whether forming part of the original capital or of any increased capital of the Company shall be offered to such persons (whether members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Section 78 and 79 of the Act) at a premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a member or not) the option to call for or be allotted shares of any class of the company either (subject to compliance with the provisions of Sections 78 and 79 of the Act) at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting, or the Company in General Meeting may make any other provision whatsoever for the issue, allotment, removal of difficulty in allotment of shares or disposal of any shares.

Rights of Equity shareholders to further issue of capital

54. Where it is proposed to increase the subscribed capital of the Company by allotment of further shares, then such further shares shall be offered to the person who, at the date of the offer, are holders of the ordinary or Equity Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date, and such offer shall be made in accordance with the provisions of section 81 of the Act. Provided that notwithstanding anything hereinbefore contained, the further shares aforesaid may be offered to any persons, whether or not those persons include the persons who, at the date of the offer, are holders of the ordinary or Equity Shares of the Company in any manner whatsoever.
- (a) If a special Resolution to that effect is passed by the Company in General Meeting, or
- (b) Where no such Special Resolution is passed, if the votes cast (whether on a show of hands or on a poll, as the case may be) in favour of the proposal contained in the Resolution moved in that General Meeting (including the casting vote, if any, of the Chairman) by members who, being entitled to do, so vote in person, or where proxies are allowed, by a proxy, exceed the votes, if any, cast against the proposal by members so entitled and voting and the Central Government is satisfied on an application made by the Board of Directors in that behalf, that the proposal is most beneficial to the Company.

New Shares to rank equally with existing shares

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

Powers to issue redeemable preference shares

56. (1) Subject to the provisions of Section 80 of the Act and subject to the provisions on which any shares may have been issued, the Company may issue preference shares which are, or at the option of the Company are to 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 purpose 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 fund', 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 a company shall, except as provided in this Article apply as if the capital redemption reserve fund were paid-up share capital of the Company.
- (2) Subject to the provisions of Section 80 of the Act and subject to the provisions on which any shares may have been issued, the redemption of preference share may be effected on such terms and in such manner as may be provided by the Articles of the Company or the terms and conditions of their issue and subject thereto in such manner as the Directors may think fit.
 - (3) The redemption of preference shares under this Article by the Company shall not be taken as reducing the amount of its authorized share capital.
 - (4) Where in pursuance of this Article, the Company had redeemed or is about to redeem any preference shares, it shall have powers to issue shares upto the nominal amount of the shares redeemed or to be redeemed as if those shares have never been issued; and accordingly the share capital of the Company shall not, for the purpose of calculating the fees payable under Section 601, be deemed to be increased by the issue of shares in pursuance of this sub-clause.

Reduction of Capital

57. Subject to confirmation by the Court, the Company may, by Special Resolution, reduce its Share Capital in any way; and in particular and without prejudice to the generality of the foregoing power, may:
- (a) extinguish or reduce the liability of any of its shares in respect of Share Capital not paid up;
 - (b) either with or without extinguishing or reducing liability on any of its shares, cancel any paid-up Share Capital which is lost or unrepresented by any assets; or
 - (c) either with or without extinguishing or reducing liability on any of its shares; pay off any paid-up Share Capital which is in excess of the wants of the Company; And may, if and so far as is necessary, alter its Memorandum by reducing the amount of its Share Capital and of its shares accordingly.

As amended at the Extraordinary General Meeting held on 27.08.2007

- 57A (i) The Company may, by special resolution, reduce in any manner and with, subject to any incident authorized and consent required by law, its share capital, Capital Redemption Reserve, Reserve Fund or Securities Premium Account.
- (ii) Notwithstanding anything contained hereinabove, the Company may, subject to the provisions of Section 100 and other applicable provisions, if any, of the Companies Act, 1956, cancel, reduce, write off, utilize and /or adjust any amounts standing to the credit of the Securities Premium Account and/or any reserve against or for the purpose of setting-off diminution in the value of any assets (tangible or intangible) of the Company or otherwise howsoever, as the company may determine.”

SUB-DIVISION AND CONSOLLDATION OF SHARES

58. The Company in General Meeting may alter the conditions of its Memorandum of Associating for the following purposes;
- (1) To consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

- (2) To sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum, subject to the provisions of section 94(1)(d) of the Act.
- (3) To cancel any shares which at the date of the passing of resolution have not been taken or agreed to be taken by any person.

Rights in respect of shares on sub-division

59. Where any share capital is sub-divided, the Company in General Meeting, subject to the provisions of Section 85, 87, 88 and 106 of the Act, may determine that, as between the holders of the share resulting from sub-division, one or more of such shares shall have some performance or special right as regards dividend, repayment of capital, voting or otherwise.

Surrender of Shares

60. Subject to the provisions of the Act, the Board may accept from any member the surrender on such terms and conditions as shall be agreed of all or any of his shares.

MODIFICATIONS OF RIGHTS

Power to vary rights

61. Whenever the share capital, by reason of the issue of performance shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to any class may, subject to the provisions of section 106 and 107 of the Act, be modified, commuted, affected, abrogated or dealt with by the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or as sanctioned by a resolution passed at a separate meeting of the holders of shares of that class and supported by the votes of the holders of not less than three-fourths of the shares of that class, and all the provisions hereinafter contained as the General Meeting shall, mutatis mutatis, apply to every such meeting.

BORROWING POWERS

Power to borrow

62. Subject to the provisions of Section 292 and 293 of the Act, the Directors may, from time to time, at their discretion, by a resolution passed at a meeting of the Board, accept deposits from members, either in advance of calls or otherwise, and generally raise or borrow or secure the payment of monies for the purpose of the Company not exceeding the aggregate of the paid up capital of the Company and its reserves (not being reserves set apart for any specific purpose). Provided, however, where the monies to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aforesaid aggregate, the Directors shall not borrow such monies without the consent of the Company in General Meeting.

Conditions for borrowings

63. The Directors may, by a resolution passed at a meeting of the Board, raise or secure the payment or repayment of any monies borrowed in such a manner and upon such terms and conditions in all respects as they think fit and, in particular by the issue of bonds, or debentures of the Company or any mortgage, charge or other security upon all or any part of the undertaking or property of the company (both present and future) including its uncalled capital for the time being.

Securities may be assignable free from equities

64. Debentures, debenture stock, bonds or other securities of the Company may be made to assignable free from any equities between the Company and the person to whom the same may be issued

Issue of Debentures at discount etc;

65. The Company may issue any debentures, debenture stock, bonds or other securities at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, allotment of shares, appointment of Directors, and otherwise as it may think fit, Provided that Debentures with a right to allotment of or conversion into Shares other than debentures issued to any institution specified by the Central Government in this behalf for the purpose of clause (b) of the proviso to sub-section (3) of Section 81 of the Act, shall be issued only by a special resolution of the Company in General Meeting.

Mortgage of uncalled capital

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

To Comply with provisions of the Act as regards registration of mortgage, etc

The Company shall comply with all the provisions of the Act in respect of the mortgages or charges created by the Company and the registration thereof and the transfer of the debentures of the Company and the register required to be kept in respect of such mortgages, charges and debentures.

Indemnity may be given

67. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to save the Directors or persons so becoming liable as aforesaid, from any loss in respect of such liability.

SHARE WARRANTS

Power to issue share warrants

68. The Company may issue share warrants subject to, and in accordance with the provisions of Sections 114 and 115 and accordingly the Board may in its discretion, with respect to any share which is fully paid up on application in writing signed by the persons registered as holder of the share, and . authenticated by such evidence (if any) as the Board may from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.
69. (1) The bearer of a share warrant may at any time deposit the warrant at the office of , the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a

meeting of the Company, and of attending, and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of members as the holders of the share including in the deposited warrant.

(2) Not more than one person shall be recognised as depositor of the share warrant

(3) The Company shall, on two days' written notice, return the deposited share warrant to the depositor.

Privileges and liabilities of the holders of share warrant

70 (1) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privileges, of a Member at a meeting of the Company or be entitled to receive any notices from the Company.

(2) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were in the Register of Members as the holder of the shares including in the warrant, and he shall be a Member of the Company.

Power to make Rules

71. The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement loss or destruction.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

72. The Company may by ordinary resolution:

(a) convert any paid-up shares into stock; and

(b) reconvert any stock into paid-up shares of any denomination.

(1) 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 meeting of the Company and other matters, as if

they held the shares from which the stock arose, but no such privileges or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantages.

- (2) Such of the regulations of the Company (other than those relating to share warrants) as are applicable to paid shares shall apply to stock and the words "share" and "shareholder" in these articles shall include "stock" and "stockholder" respectively.

MEETINGS OF MEMBERS

Annual General Meeting.

73. In addition to any other meeting, the Company shall hold a General Meeting as its Annual General Meeting at the intervals specified in Section 166(1) of the Act, Subject to the provisions of Section 166(2) of the Act, such Annual General Meeting shall be held at such time and place as may be determined by the Board.

Distinction between ordinary and extra ordinary meeting

All other meetings of the Company other than those referred to in the preceding clause shall be called Extraordinary General Meeting.

Directors power to call extra ordinary general meeting

74. The Directors may, whenever they think fit, call in extraordinary General Meeting.

Extra Ordinary General Meeting on requisition of members.

75. The Directors shall on the requisition of such number of members as is specified in sub-section (4) of Section 169 of the Act, forthwith proceed to call an Extra-ordinary General Meeting of the Company and the provisions of Section 169 of the Act shall apply to any such requisition or to any meeting called pursuant thereto.

Notice of Meeting.

76. Except as provided in Section 171 (2) of the Act, not less than twenty-one days notice shall be given of every General meeting of the Company, Notice of every general meeting shall be given to every member, to any person entitled to a share in consequence of the death or insolvency of a member, and to the auditors for the time being of the Company, in the manner hereinafter provided for the giving of notices The accidental omission or the non-receipt of any notice by any member or other person entitled to receive the same shall not invalidate the proceedings of the meeting.

Contents of notice

77. Every notice of a General Meeting shall specify the place, date and time of the meeting and shall contain a statement of the business to be transacted thereat. Where any business to be transacted at the meeting consists of "special business" as hereinafter defined, there shall be annexed to the notice of the meeting an explanatory statement setting out all material facts concerning such item of business as provided in Section 173 (2) and (3) of the Act.
78. All business shall be deemed special that is transacted at an Extra-ordinary General Meeting and also all business that is transacted at an Annual General Meeting, with the exception of business relating to the consideration of the accounts, balance sheet, and the reports of the Board and the auditors, declaration of dividend, appointment of Directors in the place of those retiring and the appointment and fixing of the remuneration of the auditors.

PROCEEDINGS AT GENERAL MEETING**Quorum at General Meeting**

79. Five members present in person shall be a quorum for a General Meeting. A corporation being a member shall be deemed to be personally present if it is represented, in accordance with Section 187 of the Act. The President of India or the Governor of a State shall be deemed to be personally present if he is represented in accordance with section 187-A of the Act.

Chairman.

80. The Chairman, if any, of the Board of Directors, for the time being shall be entitled to take the chair at every general meeting, or, if there be no such

Chairman or if at any meeting, he shall not be present 'within fifteen minutes after the time appointed, for holding such meeting, or is unwilling to act, the Directors present may choose one of their number to be the Chairman and in default of their doing so, the members present shall choose a Director as Chairman, and if no director be present, or if all the Directors present decline to take the chair, then the members present shall choose one of their number to be the Chairman. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.

Election of Chairman

The election of the Chairman, if necessary, shall be carried out in accordance with Section 175 of the Act.

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.

Meeting to be Adjourned.

81. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall stand dissolved, but, in any other case, it shall stand adjourned to the same day in the next week, at the same time and place or to such other day, time and place as the Directors may by notice to the share holders appoint. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, those members present shall constitute a quorum and may transact the business for which the meeting was called.

Voting to be by show of hands in first instance and motion how decided in case of equality of votes.

82. At any General Meeting a resolution put to the vote of the meeting shall unless a poll is demanded under Section 179 of the Act, be decided on a show of hands. In the case of an equality of votes, the Chairman shall both on a show of hands and at the poll have a casting vote in addition to the vote or votes to which he may be entitled as a member.

What would be evidence of the passing of a resolution where poll not demanded

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

Demand for Poll

As amended at the Extra-Ordinary General Meeting held on 05.05.1989

84. a. Before or on the declaration of the result of the voting on any resolution on a show of hands, 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 holding shares, in the Company which confer a power to vote on the resolution, not being less than one tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up.
- b. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Poll

85. (1) If a poll be demanded on a question of adjournment or election of chairman, the poll shall be taken forthwith. A poll demanded on any other question shall be taken at such time not being later than 48 hours from the time when the demand was made, and in such a manner and at such place as the Chairman of the meeting may direct.
- (2) The demand of a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which a poll has been demanded.
- (3) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers, atleast one of whom shall be a member (not being an officer or an employee of the Company) present at the meeting, provided that such a member is willing to scrutinise the votes.

Rights of Members to use the vote differently

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

Power to adjourn General Meeting

87. The Chairman of a General Meeting may, with the consent of the General Meeting, adjourn the same, from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.

Resolution passed at adjourned meetings.

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

Minutes of General Meeting

89. The Company shall cause Minutes of all proceedings of General Meeting to be entered in the book kept for that purpose and the Minutes shall contain and include the matters specified in Section 193 of the Act. No report of proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by Section 193 of the Act to be contained in the minutes of the proceedings of such meeting.

Inspection of minute book

90. The books containing the aforesaid minutes shall be kept at the office and shall be open to inspection of any member without charge as provided in Section 196 of the Act and the members shall be furnished with a copy of any minutes in accordance with the provision of that section.

Voting Rights.

91. (1) Save as hereinafter provided on 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 on 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.
- (2) Every member of the Company holding any preference share capital shall not be entitled to vote at General Meetings of the Company except as provided by Section 87(2) of the Act.
- (3) Where the Company accepts from any member all or any part of the money due in respect of the shares held by him beyond the sums actually called for, the member shall not be entitled to any voting rights in respect of the monies so paid by him.

Representation of member companies

92. If a body corporate (whether a company within the meaning of the Act or not) is a member of the Company or creditor of the Company (including a debenture holder), then it shall be entitled through a resolution of its Board, to authorise such person as it thinks fit to act as its representative at any meeting of the Company or any meeting of the creditors of the Company held in pursuance of the Act or in pursuance of the provisions contained in any debenture or trust deed, A person authorised by a resolution as aforesaid shall be entitled to exercise the same rights and powers, including the right to vote by proxy, which the body corporate could exercise if it were an individual member or creditor of the Company.

Votes of Members of unsound mind

93. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committed or guardian may, on a poll, vote by proxy.

Votes in respect of shares of deceased and bankrupt members

94. Any person entitled to transfer any shares by virtue of Articles 49 of these Articles may vote at a General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at

least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Directors or any person authorised by the Directors in that behalf, of his right to such shares and furnishes such indemnify as the Directors may require.

Votes by joint holders

95. Where there are joint registered holders of any share, 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 of such joint holders be present at any meeting, personally or by proxy, that one of the said persons so present whose name stands first in the Register in respect of such share shall alone be entitled to vote or speak in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Articles, be deemed, joint holders thereof.

Votes by Proxies

96. On a poll votes may be given either personally or by proxy, or, in the case of a company or other body corporate, by a representative duly authorised as aforesaid. Every notice convening a meeting of the Company shall state that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.

Instruments appointing proxy.

97. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if such appointer is a corporation, under its common seal or the hand of an officer or an attorney duly authorised by it. A proxy appointed, as aforesaid, shall not have any right to speak at any meeting.

Instrument to be deposited at the registered office

98. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office not less than fortyeight hours before the time of holding the meeting at which the person named in the instrument proposes to vote, and, in default, the instrument of proxy shall not be treated as valid.

Votes valid through authority revoked.

99. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of the principal, or revocation of the proxy, or any power or authority under which such proxy is signed or, notwithstanding transfer of the shares in respect of which the vote is given, provided that no intimation in writing of the death, revocation, or transfer shall have been received at the office or by the Chairman of the meeting, before the vote is given.

Form of proxy

100. Every instrument appointing a proxy, whether for a specified Meeting or otherwise, shall be in either of the forms prescribed by Schedule IX to the Act or in a form as near as circumstances will admit and shall be retained by the Company.

Time and place to inspect proxies lodged

101. Every member entitled to vote at a meeting of the Company on any resolution to be moved thereat, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days notice in writing of the intention to inspect the proxies is given to the Company.

Restriction on voting

102. No member shall be entitled to vote on any resolution, either personally or by proxy at any General Meeting, in a quorum, while any call or other sum in a respect of any of the shares of such member shall be due and payable to the Company or in regard to any shares on which the Company has exercised any lien.

Objection regarding validity of votes

103. (1) Any objection as to the admission or rejection of a vote made on a show of hands or on a poll, shall be referred to the Chairman of the meeting who shall forthwith determine the same, and such determination made in good faith shall be final and conclusive.

- (2) No objection shall be made to the validity of any vote on a show of hands or on a poll except at the meetings at which such vote shall be tendered and every vote, whether given personally or by proxy, not disallowed at such meeting, shall be deemed valid for all purpose.

DIRECTORS

Number of Directors

104. Until otherwise determined by a General Meeting, the number of directors shall not be less than three nor more than 9 (nine) inclusive of the Nominee Directors, (if any).

First Directors of the company

105. The following are the First Directors of the Company.
- (1) Shri Balvantray Kalyanji Parekh.
 - (2) Shri Sushilkumar Kalyanji Parekh.
 - (3) Shri Narendrakumar Kalyanji Parekh.
 - (4) Shri Madhukar Balvantray Parekh.

Power to the financial institutions to nominate Directors on the Board and Debenture Directors

106. The Company may agree with any financial institution, company or any other authority, person, state or institution that in consideration of any loan or financial assistance of any kind whatsoever which may be rendered by it, it shall have power to nominate such number of Directors on the Board of Directors of the Company as may be agreed and from time to time remove and re-appoint them and to fill in vacancy caused by such Directors otherwise ceasing to hold office. Such nominated Directors shall not be required to hold any qualification shares and shall not be liable to retire by rotation. The Director appointed under this Article is hereinafter referred to as "Institutional Director" in these presents.

Debenture Directors .

Any Trust Deed for securing debentures or debenture-stock may, if so arranged, provide for the appointment from time to time by the trustees

thereof or by the holders of the debentures or debenture-stock of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture-stock from time to time to remove any Director so appointed. A Director appointed under this Article is herein referred to as a "Debenture Director" and the term "Debenture Director" means a Director for the time being in office under this Article. A debenture 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 may contain such ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

Directors may fill up vacancies

107. The Directors shall have power at any time and from time to time to appoint any qualified person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a Meeting of the Board. Any person so appointed shall hold office only 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 but he shall then be, eligible for re-election.

Additional Directors.

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

Increase of Reduction in number of directors

108. Subject to the provisions of Sections 258 and 259 of the Act, the Company may from time to time in General Meeting, Subject to the provisions as these Articles and to any undertaking by the Company to the contrary, increase or reduce the number of Directors and make any appointments necessary for effecting so increase. The Company may also alter the qualification of Directors, provided however that this Article shall not be construed as authorising the removal of a Director otherwise than as provided in Article

Share Qualification of Directors

109. A director need not hold any shares in the Company to qualify him for the office of a Director of the Company.

Retirement of Directors by rotation.

110. At every Annual General Meeting, one-third of such of the Directors for the time being or, if their numbers is not three nor multiple of three, then the number nearest to one-third shall retire from office, but shall be eligible for re-election. Director retiring at a Meeting shall retain office until the close of the meeting. The Nominee Director or alternate Director shall not be taken into account in determining the rotation of Directors by retirement or the number of Directors to retire.

Ascertainment of Directors retiring by rotation

111. The Directors to retire by rotation at every annual general meeting in every year shall be those who have been longest in office since their last appointment but as between persons who become Directors on the same day, those who are to retire shall (unless they make otherwise agreement among themselves) be determined by lot.

When Directors deemed to be reappointed

112. If at any meeting 'at which an election of Directors ought to take place, the places of the retiring Directors are not filled up, the meeting shall, unless it shall be determined at any such meeting to reduce the number of Directors stand adjourned to the same day in the next week at the same time and place, and, if at the adjourned Meeting the places of the retiring Directors are not filled up, the retiring Directors or such of them as have not had their places filled up shall be deemed to be re-elected at such adjourned meeting.

Right of person other then retiring Directors to stand for Directorship

As amended at the Extraordinary General Meeting held on 05.05.1989

113. No person, not being a retiring Director, shall unless recommended by the Directors for election, be eligible for election to the office of Director at any General Meeting, unless he or some other member intending to propose him, has at least fourteen clear days before the meeting, left at the office a notice in writing duly signed, signifying his candidature for the office, or the intention

of such member to propose him along with a deposit of Rs. 500/- or such sum as may for the time being be prescribed by the Act, which shall be refunded to such person or as the case may be to such member, if the person succeeds in getting elected as Director

Appointment of Alternate Director

114. 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 of Maharashtra and such appointment shall have effect and such appointee, whilst he holds office as an Alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly. An Alternate Director appointed under this Article shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to the state of Maharashtra. If the term of office of the original Director is determined before he so returns to the State of Maharashtra, any provision in the Act or in these Articles for the automatic reappointment of retiring Directors in default of another appointment shall apply to the original Director and not to the alternate Director.

Remuneration of Directors

As amended at the Extraordinary General Meeting held on 05.05.1989

1. Subject to the provisions of section 309 of the Act, each Director shall be paid out of the funds of the Company as remuneration fit his services such sum as may be prescribed by the Act or the Central Government from time to time and decided by the Board of Directors from time to time upto maximum of such sum for each Meeting of the Board of Directors or of its Committee attended by him and each Director shall be entitled to be paid his reasonable travelling expenses incurred by him while employed in the business of the Company. The Board may allow and pay to any Director who is not a bonafide resident of the place where the meeting of the members of the Company or of the Board of Directors or of its committee is held and who shall come to such place for the purpose of attending a meeting, such sum as the Board may consider fair compensation for travelling, hotel and other expenses properly incurred by him for attending and returning from such meetings in addition to fee for attending such meetings as above specified. The expression travelling expenses means and shall always be deemed to include expenditure incurred for travelling, boarding and lodging and other incidental expenses.

Special remuneration of Director performing extra services

Subject to the provisions of the Act and these Articles, if any Directors be called upon to perform extra service or special exertions or efforts (which expression shall include work done by a Director as a member of any committee formed by the Directors) the Board may arrange with such Director for such special remuneration or such extra services or special exertions or efforts by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided

Directors may not act notwithstanding vacancy.

116. The continuing Directors may act notwithstanding any vacancy in their body, but so that subject to the provisions of the Act, if the number falls below the minimum above fixed and notwithstanding the absence of a quorum, the Directors may act for the purpose of filling up vacancies or for summoning a General meeting of the Company or in emergencies.

Directors to hold office other than that of Auditors

117. Subject to the provisions of Section 314 of the Act in respect of an office of profit, a director may hold any other office under the Company, except that of Auditor, in conjunction with the office of Director, and on such terms as to remuneration and otherwise as the Directors may arrange.

Office of Director to be vacated

118. (1) The office of a Director shall become vacant if :
- (a) he fails to obtain within the time specified in sub-section (1) of Section 270 of the Act or at any time there after ceases to hold the share qualification if any required of him by these presents;
 - (b) he is found to be of unsound mind by a Court of competent jurisdiction, or
 - (c) he applies to be adjudged insolvent, or
 - (d) he is adjudged an insolvent, or

- (e) he is convicted by a Court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than six months; or
 - (f) he fails to pay any call in respect of shares of the company held by him whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government has by notification in the official gazette removed the disqualification incurred by such failure; or
 - (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, or
 - (h) he (without by himself or by any person for his benefit or on his account) or any firm in which he is a partner or any private company of which he is a Director accepts a loan or any guarantee or security for a loan from the Company in contravention of Section 295 of the Act, or
 - (i) he acts in contravention of Section 299 of the act; or
 - (j) he becomes disqualified by an order of the Court under Section 203 of the Act; or
 - (k) he is removed by an ordinary resolution of the company before the expiry of his period of office, in pursuance of Section 284 of the Act, or
 - (l) 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; or
 - (m) he is deemed to have vacated office under the provisions of Section 314 of the Act, by any office or place of profit being held in contravention thereof.
- (2) Notwithstanding anything contained in clauses (d), (e) and (j) of sub-clause (1) hereof, the disqualification referred to in those clauses shall not take effect :-
- a) for thirty days from the day of the adjudication, sentence or

- b) where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order, until the expiry of seven days from the date on which such- appeal or petition is disposed of; or
- c) where within seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.

Resignation

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

Directors may contact with company

- 120 (1) Subject to the provisions of sub-clauses (2), (3),(4) and (5) of this Article and the restrictions imposed by article 127 and the other Articles hereof and the Act and the observance and fulfillment thereof, no director shall be disqualified from his office from contracting with the Company either as Vendor, Purchaser, agent, broker or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested, be avoided nor shall any Director so contracting or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him as provided by sub-clauses (2), (3), and (4) hereof.

Disclosure of Interest

- (2) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 299 (2) of the Act, Provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into or to be entered into 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 two per cent of the paid-up share capital in any such other Company.

General Notice of interest

- (3) For the purpose of this Article, a general notice given to the Board of Directors by a Director to the effect that he is a director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may after the date of the notice entered into with that body corporate or firm shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for further period of one financial year at a time by a fresh notice given in the last month of the financial year, in which it would have otherwise expired. The general notice aforesaid and any renewal thereof shall be given at a meeting of the Board of Directors or the Director concerned shall take reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given

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

- (4) An interested Director shall not take any part in the discussions of, or vote on, any contract or arrangement entered into, or to be entered into, by or on behalf of the Company, if he is in any way, directly or indirectly, concerned or interested in the contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussions or vote; and if he does vote, his vote shall be void.

Provided that this prohibition shall not apply :-

- i) to any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or a sureties for the Company;
- (ii) to any contract or arrangement 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 consists solely (a) in his being a Director of such company and the holder of not more than shares of such number or value therein as is requisite or qualify him for appointment as a Director thereof, he having been nominated as such director by the Company or (b) in his being a member individually or collectively with other interested Directors holding not more than two per cent of Company's paid-up shares capital.
- (iii) In case a notification is issued under subsection (3) of Section 300 of the Act to the extent specified in the notification.

Register of contracts in which Directors are interested

- 121 (1) The Company shall keep one or more register in which shall be entered particulars of all contracts or arrangements to which the Articles 120 and 127 apply including the date of the contract or arrangement, the names of the parties thereto, the principal terms and conditions thereof. The date on which it was placed before the Board of Directors, the names of the Directors voting for and against the contract or arrangement and the names of those remaining neutral.
- (2) Particulars of every such contract or arrangement shall be entered in the Register aforesaid.
- (a) in the case of a contract or arrangement requiring the Board's approval within seven days (exclusive of public holidays) of the Meeting of the Board at which a contract or arrangement was approved.
- (b) in the case of any other contract or arrangement within seven days from the receipt at the Registered Office of the Company of the particulars of such other contract or arrangement or within 30 days of the date of such other contract or arrangement, whichever is later.
- and the Register shall be placed before the next meeting of the Board and shall then be signed by all the Directors present at the meeting.
- (3) The Register aforesaid shall also specify in relation to each Director of the Company the names of the bodies corporate and firms of which notice has been given by him under Article 120 (3).

Director may be Directors of Companies promoted by the company

122. A Director of this Company may be, or become a Director of any other company promoted by this company or in which it may be interested as a Vendor, member or otherwise, and subject to the provisions of the Act and these Articles, no such directors shall be accountable for any benefit. Received as Director or member of such company.

Disclosure by Directors by appointments.

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

Disclosure of holdings

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

Director not to hold office of profit

125. Except with the consent of the Company accorded by a Special Resolution passed at the General Meeting of Company held for the first time after the holding of an office or place of profit, no director of the Company, no partner or relative of 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 Private Company shall hold any office or place of profit under the Company or under its subsidiary except as provided under Section 314 of the Companies Act. Provided further that where there a relative of a Director or a firm in which such a relative is a partner is appointed to an office or place of profit. under the Company or a subsidiary thereof without the knowledge of the Director, the consent of the Company may be obtained either in a General Meeting aforesaid or within three months from the date of appointment whichever is later. The Company shall also comply with the provisions of Section 314 (B) of the Act.

Loans of Director

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

Board Resolution at a meeting necessary for certain contracts

127. Subject to the provisions of Section 297 of the Act Director or his relative, a firm in which such Director or relative is a partner, or any other partner in such a firm, or a private company of which the Director is a member or Director shall not enter into any contract with the company for the sale purchase or supply of goods, materials, services or for underwriting the subscription of any shares in or debentures of the Company except with the consent of the Board of Directors by a resolution passed at a meeting of the Board before the contract is entered into or within three months of the date on which it was entered into. , Nothing contained in this Article shall affect the purchase of goods and materials from the Company or sale of goods and materials to the company by a Director, relative, firm, partner or private company, as the case may be, for cash at the prevailing market prices or any contract or contracts between the Company on one side and any such Director, relative, firm partner or private company on the other for sale, purchase or supply of any goods, materials or services in which either the company or the Directors, relative, firm, partner or private Company, as the case may be, regularly trades or does business provided that such contract or contracts do not relate to goods, and materials the value of which or services, the cost of which exceeds five thousand rupees in the aggregate in any year comprising the period of contract or contracts. If consent is not accorded to any contract anything done in pursuance of the contract shall be voidable at the opinion of the Board.

Removal of Director

- 128 (1) The Company may (subject to the provisions of Section 284 and other applicable provisions of the Act and these Articles) by ordinary resolution remove any Director before the expiry of his period of office.
- (2) Special ' notice shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
- (3) On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be

entitled to be heard on the resolution at the meeting.

(4) Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding a reasonable length) and requests their notification to members of the Company, the Company shall, unless the representations are received by it too late for it to do so (a) in the notice of the resolution given to members of the company state the fact of the representations having been made and (b) send a copy of the representations to every member of the Company, and if a copy of the representations is not sent as aforesaid because they were received too late or because of the Company's default, the Director may without prejudice to his right to be heard orally require that the representations shall be read out at the meeting, unless, if on the application either of the company or of any other person who claims to be aggrieved, a competent court is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter.

(5) A vacancy created by the removal of a Director under this Articles may, if he had been appointed by the Company in General Meeting or by, the Board in pursuance of Article 107 or Section 262 of the Act, be filled by the appointment of another Director in his stead by the meeting at which he was removed, provided special notice of the intended appointment has been given under sub-clauses (2) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not be removed as aforesaid

(6) If the vacancy is not filled under sub-clause (5), it may be filled as a causal vacancy in accordance with the provisions, so far as they may be applicable, of Article 107 or Section 262 of the Act, and all the provisions of Section 262 shall apply accordingly.

(7) A director who was removed from Office under this Article shall not be reappointed as a Director by the Board of Directors.

Nothing contained in this Article shall be taken;

- (a) as depriving a person removed thereunder of any compensation or damage payable to him in respect of the termination of his appointment as director or of any appointment terminating with that as Director; or
- (b) as derogating from any power to remove a Director which may exist apart from the act or this Article.

PROCEEDINGS OF DIRECTORS

Meetings of Director

129. Subject to the provisions of Section 285 of the Act and these Articles the Directors may meet together as a Board for the despatch of business from time to time and shall also meet atleast once in three months and atleast four such meetings shall beheld in every year and they may adjourn and otherwise regulate their meetings and proceedings as they think fit.

When Meetings to be convened

130. A director may, at any time, and the Secretary, at the request of the Director shall convene a meeting of the Directors. Notice of every meeting of the Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director.

Quorum

131. Subject to the provisions of Section 287 and other applicable provisions (if any) of the Act, the quorum for a meeting of the Board of Directors shall be one-third of the total strength (excluding Directors, if any, whose places may be vacant) at the time and any fraction contained in that one-third being rounded off as one, or two Directors, whichever it higher; Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the Act or the Articles of the Company, for the time being vested in or exercisable by the Board of Directors generally.

Adjournment of meeting for want of quorum

If a meeting of the Board could not be held for want of quorum, then the meeting shall stand adjourned to such other time, date and place as may be fixed by the Directors present not being later than fifteen days from the date originally fixed for the meeting.

Questions at Board meeting how decided

132. Questions arising at any meeting of the Directors shall be decided by a majority of votes and in the case of an equality of votes the Chairman of the meeting shall have a second or casting, vote.
133. (a) The Board may elect a Chairman of the meetings and determine the period for which he is to hold office.
- (b) All the meetings of the Directors shall be presided over by the Chairman and 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 may choose one of their number to be Chairman of the meeting.

Directors may appoint Committee

134. Subject to the provisions of Section 292 of the Act, the Directors may delegate any of their powers to Committees consisting of such member or members of their body as they think fit, and they may from time to time revoke or discharge any such Committee, either wholly or in part and either as to persons or purposes; and Committee so formed shall in exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Directors. All acts done by any such Committee, in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

Meetings of Committees how to be governed

135. 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.

Acts of Board of Committee valid notwithstanding defect in appointment

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

Resolutions by Circular

137. (1) Save in those cases where a resolution is required by the act to be passed at a Meeting of the Board, a resolution passed by circular without a meeting of the Board or a Committee of the Board appointed under these Articles, shall subject to the provisions of sub-clauses (2) hereof, be as valid and effectual as a resolution duly passed at a meeting of the Directors or of a Committee duly called and held.

(2) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation if the resolution has been circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee then in India (not being less in number than the quorum for a meeting of the Board or Committee as the case may be), and to all other Directors or members of the Committee at their usual address in India and has been approved by such of the Directors or members of the Committee as are then in India or by a majority of such of them as are entitled to vote on the resolution.

(3) Subject to the provisions of the Act, a statement signed by the person authorised in that behalf by the Directors certifying the absence from India of any Directors shall for the purpose of this Articles be conclusive.

MINUTES

Minutes at Proceedings of Board of Directors and Committee to be kept

138. (1) The Company shall 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 such meeting entries thereof in books kept for that purpose with their pages consecutively numbered.

(2) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

(3) The Minutes of such meeting shall contain a fair and correct summary of proceedings thereat including the following.

- (a) The names of Directors present at the meeting.
- (b) All orders made by the Board of Directors and Committee of Board and all appointments of officers and Committee of Directors.
- (c) All resolutions and proceedings of the meeting of Board of Directors and the Committee of the Board.
- (d) In the case of each resolution passed at the meeting of Board of Directors or Committee of the Board, the names of Directors if any, dissenting from or not concurring in the resolution.

(4) Nothing contained in sub-clauses (1) to (3) 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 interest of the Company.

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

(6) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

By whom minutes to be signed and the effects of minutes recorded

139. All minutes purported to be signed by the Chairman shall for all purposes whatsoever be prima facie evidence of the actual passing of the resolutions recorded, and the actual and regular transaction or occurrence of the proceedings so recorded and of the regularity of the meeting at which the same shall appear to have taken place.

Powers of Board

140. Subject to the provisions of the Act, the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise and do, provided that the Board shall not exercise any power or do any act or things which is directed or required whether by the Act or in other statute or by the Memorandum of the Company or by 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 things, the Board shall be subject to the provisions in that behalf contained in the Act or in any other Act or in the Memorandum of the Company or these Articles or any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if those regulations had not been made.

Further powers of the Board

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

- (1) To pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- (2) To pay and charge to the capital account of the Company any commission or interest lawfully payable under the provisions of Section 76 and 208 of the Act.
- (3) Subject to Sections 292, 297 and 360 of the Act, to purchase or

otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and if any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.

- (4) At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the company either wholly or partly in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bonds, debentures, mortgages, or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital not so charged
- (5) To secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
- (6) To accept from any member, so far as may be permissible by law, surrender of his shares or any part thereof, on such terms and conditions as shall be agreed.
- (7) To appoint any person to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.
- (8) 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 and of any claims or demands by or against the Company and to refer any differences to arbitration either according to Indian law or according to any foreign law and either in India or abroad, and observe, perform or challenge any award made thereon.
- (9) To act on behalf of the Company in all matters relating to bankruptcy or insolvency.

- (10) To make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demands of the Company.
- (11) Subject to the provisions of Sections 292, 292(1) (a), 295, 369, 370 372 and 373 of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereon upon such security (not being shares of this Company), or without security and in such manner as they may think fit and from time to time to vary or realise such investment shall be made and held in the Company's own name.
- (12) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, provisions, covenants, and agreements as shall be agreed upon.
- (13) 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 documents and to give the necessary authority for such purpose.
- (14) To distribute by way of bonus amongst the staff of the Company a share in the profits of the Company and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expenses of the Company.
- (15) To provide for the welfare of Directors or ex-directors or employees or ex-employees of the Company and the wives, widows and families or the dependants or connections of such persons by building or contributing to the building of houses, dwelling or chawls or by grants of money, pension, gratuities, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of interest and recreations, hospitals and dispensaries, medical and other attendance and other assistance subject to the limits laid down by Section 293 and 293-A of the Act as amended by the Companies (Amendment) Act, 1960 as the Board shall think fit and subject to provisions of the Act to subscribe or contribute or

otherwise to assist or to guarantee moneys to charitable, benevolent, religious, scientific, national, or other institutions, bodies and objects which shall have, any moral or other claim to support or aid by the Company, either by reason of locality of operation or of public and general utility or otherwise.

- (16) To appoint and at their discretion, remove or suspend such general managers, manager, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal or medical or economic advisers, research workers, labourers, clerks, agents and servants for permanent temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments or remuneration and to require security in such instances and of such amount as they may think fit and from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit.
- (17) 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.
- (18) From time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such local Board and to fix their remuneration.
- (19) Subject to Section 292 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board and to authorise the member 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 may be made on such terms and subject to such conditions as the Board thinks fit and may at any time remove any person so appointed and may annul or vary such delegation.
- (20) At any time and from time to time by powers of attorney under the Seal of the Company to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the powers to make loans and borrow

moneys) and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment may (if the Board think fit) be made in favour of the members or any of the members of any Local Board established as aforesaid or in favour of any company or the shareholders, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegate or attorneys as aforesaid to the sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

- (21) Subject to Sections 294, 297 and 300 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
- (22) Subject to Section 293 of the Act, to sell, lease or otherwise dispose any of the properties or undertakings of the Company.
- (23) Upon the Company entering into a partnership with any other person or company for the purposes of carrying on the business as per the object clause of the Memorandum and Articles of Association, the Company may obtain, possess, have or retain all such powers as are available to partners under the Indian Partnership Act, 1932 ("the Act") or under any other law which may for the time being be in force and may perform, execute and/or do all such acts and things that a partner is required to or can or may perform, execute and/or do. For this purpose, the Board of Directors may authorise and/or appoint such one or more of Directors, officers or other representatives from time to time to do such acts, deeds or things as may be necessary for the purpose of obtaining, holding, exercising or enforcing the rights and powers of a partner and performing the duties and obligations of a partner. The above provisions will apply mutatis mutandis where a company becomes a member of an association of persons or a body of individuals, including representing the Company at a meeting of the partners.
- (24) The Board of Directors may authorise from time to time accept to act as constituted attorney for any person or persons resident or non-resident in India or Company whether belongs to resident or non-

resident in India and exercise through any Director or Directors or any person authorised by a Resolution of the Board, all powers obtained in Company by the document of Power of Attorney.

Board's Power to delegate

141. Subject to the provisions of Section 292 and other applicable provisions, if any, of the Act, the Board may at any time and from time to time authorise, empower or delegate (with or without powers of sub-delegation) to any corporation, company, firm, persons or body of person, all or any of the powers, authorities and discretions for the time being vested in the Directors by this Articles and subject to such restrictions, limitations and conditions, if any, as the Directors may think fit.

THE SECRETARY

Secretary

142. Subject to the provisions of Section 383 of the Act, the Board may at any time and from time to time appoint an individual possessing the prescribed qualifications to be the Secretary of the Company and determine his powers and duties and fix his remuneration and the period for which he is to hold such office.

REGISTERS, BOOKS AND DOCUMENTS

Registers Books and Documents

143. (1) The Company shall maintain Registers, Books and documents as required by the Act or these Articles including the following namely:-
- a) Register of Investments not kept in Company's name according to Section 49 of the Act.
 - b) Register of Mortgages, Debentures and charges according to Section 143 of the Act,
 - c) Register of Members and an Index of Members according to Section 150 and 151 of the Act.
 - d) Register of Contracts, Companies and Firms in which Directors are

interested according to Section 301 of the Act.

- e) Register of Director and Managing Directors, according to Section 303 of the Act.
 - f) Register of Directors' Share holdings and Debenture holdings according to Section 307 of the Act;
 - g) Register of investments in shares or Debentures of bodies corporate according to Section 372 of the Act.
 - (h) Register of Renewed and Duplicate Certificates according to Rule 7(2) of the Companies (issue of Share Certificate) Rule 1960.
 - (i) Books of Account in accordance with the provisions of Section 209 of the Act,
 - (j) Copies of instruments creating any charge requiring registration according to Section 136 of the Act,
 - (k) Copies of Annual Returns prepared under section 159 of the Act together with the copies of certificates required under Section 161 of the Act.
 - (l) Register and Index of Debenture holders according to Section 152 of the Act.
- (1) The said Registers, Books and Documents shall be maintained in conformity with the applicable provisions of the Act and shall be kept open for inspection by such persons as may be entitled thereto respectively, under the Act, on such days and during such business hours as may in that behalf be determined in accordance with the provisions of the Act, or these Articles and extracts shall be supplied to the persons entitled thereto in accordance with the provisions of the Act or these Articles.
- (2) The Company may keep a Foreign Register of members in accordance with Section 157 and 158 of the Act. Subject to the provisions of Section 157 and 158 of the Act, the Directors may from time to time make such provisions as they may think fit in respect of the keeping of such Branch Registers of Members and/or Debentures holders.

MANAGING DIRECTORS/WHOLE TIME DIRECTORS

Power to appoint Managing Director and whole time Directors

144. Subject to the provisions of Section 197, 267, 268, 269, 309, 310, 311, 314,316 & 317, and other applicable provisions of the Act and of these articles, the Directors may from time to time appoint one or more of their body to be Managing Director/Whole-time Director or Managing Directors Whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit and may from time to time (subject to the provisions of any contract between him or them) remove from office and appoint another or others in his or their place or places. The Directors may wherever they appoint more than one Managing Director, designate one or more of them as "Joint Managing Director" or "Joint Managing Directors" or "Deputy Managing Director" or "Deputy Managing Directors" and accordingly, the expression "Managing Director" shall also include and be deemed to include the "Joint Managing Director" or the "Deputy Managing Director" as the case may be.

Managing Director will not be subject to retirement by rotation

145. 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 under Article 110 but he shall, subject to the provisions of any contract between him and the company, be subject to the same provisions as to the 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 hold the office of Director for any cause. Provided for at . any time the number of Directors (including Managing Director) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being, then such Managing Director or Managing Directors as the Board of Directors shall from time to time select shall be liable to retirement by rotation in accordance with Article 110 to the intent that the Directors not liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being. A Managing Director who is re-elected as a Director immediately on retirement by rotation shall continue to hold his office of Managing Director and such re-election as Director shall not be deemed to constitute a break in his appointment as Managing Director.

Whole time Director continues in office after re-election

145. A whole-time Director who is re-elected as a Director immediately on retirement by rotation, shall continue to hold his office of whole-time Director and such re-election as Director shall not be deemed to constitute a break in his appointment as a whole-time Director.

Remuneration of Managing Director and whole time Director

146. Subject to the provisions of Section 198, 309, 310, 311, and 314 of the Act, the remuneration of a Managing Director or whole-time Director shall (subject to the provisions of any contract between him and the company) from time to time be fixed by the Company in General Meeting or so far as the Act may allow 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 provisions of perquisites, benefits, amenities or allowances or by any or all of those modes.

Powers and Duties of Managing Director and whole time Director

147. Subject to the Superintendence, control and direction of the Board of Directors the day to day management of the Company shall be in the hands of the Managing Directors and/or whole-time Directors. The Directors may from time to time entrust to and confer upon a Managing Director and whole-time Director for the time being save as hereafter in this Article provided such of the powers exercisable under their rights 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 or confer upon a Managing Director or whole-time Director and a Managing Director or whole-time Director shall not have or be entitled to exercise the power:
- (i) to make calls on shareholders in respect of the money unpaid on their shares;
 - (ii) To issue debentures;

- (iii) to borrow monies otherwise than on debentures, to invest the funds 'of the Company and to make loans except in accordance with and subject to the terms of the resolution of the Board delegating such powers, under Section 292 of the Act.

THE SEAL

The Seal its Custody and use.

- 149. (1) The Directors shall provide a Common seal for the purposes of the Company and may from time to time destroy the same and substitute a new Seal in lieu thereof, and shall provide for the safe custody of the Seal for the time being, under such regulations as the Directors may prescribe.
- (2) The Company may exercise the powers conferred by Section 50 of the Act and such powers shall accordingly be vested in the Directors.

Deeds how executed

- 150. Every Deed or other instrument, to which the Seal .of the Company is required to be affixed, shall unless the same is executed by a constituted attorney of the company be signed by one Director and every such instrument shall be countersigned by the secretary or such other officer or person as the Directors may from time to time resolve. Provided that in respect of the Share certificate the seal should be affixed in accordance with Article 13 (1).

DIVIDEND

Dividends

- 151. The profits of the company subject to any special rights relating thereto created or authorised to be created by the Memorandum and these Articles and subject to the provisions of these Articles shall be divisible among the members in proportion to the capital paid up on the Shares held by them respectively.

The company in General Meeting may declare dividend.

- 152. The company in general meeting may declare dividend to be paid to the members according to their rights and interest in the profit and may fix the time for payment.

Power to shareholders to limit

153. No Larger dividend shall be declared then is recommended by the Directors, but the company in general meeting may declare a smaller dividend

Ascertainment of amount available for dividend

As amended at the Extra-Ordinary General Meeting held on 05.05.1989

154. Subject to Sections 205A and 205(2A) of the Act and the rules made there under no dividend shall be payable except out of the profits of the company for the year or any undistributed profits, and no dividend shall carry interest as against the company. No unclaimed dividend shall be forfeited by the Board and the company shall comply with all the provisions of Section 205-A of the Act in respect of all unclaimed or unpaid dividend.

Where any assets, business or property is bought by he Company as from a past date upon the terms that the ,company shall as from that date take the profits and bear the losses thereof such profits and losses as the case may be shall, at the discretion of the Directors, be so credited or debited wholly or in part to the Profit and Loss Account and in that case the amounts so credited or debited shall for the purpose of ascertaining the fund available for dividend be treated as a profit or loss arising from the business of the company and available for dividend accordingly. If any shares securities are purchased with dividend or interest such dividend or interest when paid may at the discretion of the Directors be treated as revenue and it shall not be obligatory to capitalise the same or any part thereof.

Capital paid up in advance at interest not to earn dividend

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

Director's declaration as to net profits conclusive

156. The declaration of the Directors as to the amount of the net profits of the company shall be conclusive.

RESERVE & DEPRECIATION FUNDS

Reserve Fund

157. The Directors may from time to time before recommending any dividend set apart any and such portion of the profits of the Company as they think fit as a Reserve Fund to meet, contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalization of dividends or for repairing, improving and maintaining any of the property of the Company and for such other purposes of the Company as the Directors in their absolute discretion think conducive to the interest of the Company and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the Reserve Fund into such special funds as they think fit, with full power to transfer the whole or any portion of a Reserve Fund to another Reserve Fund or a division of a Reserve Fund and also with full power to employ the Reserve Funds or any part thereof in the business of the Company and that without being bound to keep the same separate from other assets and without being bound to pay interest on the same with power however, to Board in their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.

Interim Dividend

158. The Directors may from time to time pay to the members such interim dividends as in their discretion the position of the company justifies.

Debts may be reduced

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

Dividend and call set off allowed

159. Any General Meeting declaring a dividend may make a call on the members of such amount on the Meeting fixed but so that the call on such members shall not exceed the dividend payable to him and so that the call be made payable at, the same time as the dividend and the dividend may, if so arranged between the Company and the member be set off against the calls.

Transferred shares must be registered.

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

Retention of dividend until completion of transfer under Article 49.

161. The Directors may retain the dividends payable upon such shares in respect of which any person is under the Article 49 entitled to become member or which any person under the said Article is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same.

No member to receive dividends whilst indebted to the company's right to reimbursement thereon

162. The Directors may, if they think fit, deduct from the dividend payable to any member, all such sums of money as may be actually due from him on account of calls either solely or jointly to the Company, without prejudice to the right of the Company to sue for the balance of such moneys, or to forfeit or sell any shares as hereinbefore provided.

Receipts of one sufficient

163. Any one of several persons who are registered as the joint holders of any share may give effectual receipts for all dividends and payments on account of dividend or other moneys payable in respect of such share.

Dividend how remitted.

164. Unless otherwise directed any dividend may be paid by cheque or warrant sent through post to the registered address of the member or person entitled or in the case of joint-holders to the registered address of that one of them first named in the registered address of that one of them first named in the register in respect of the joint holding and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent. Unclaimed dividends shall be dealt with in the manner prescribed by section 205A and 205B of the Act. No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law.

CAPITALISATION OF PROFITS AND RESERVES

Capitalisation

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

(a) by the issue and distribution as fully paid up shares of the Company

OR

(b) by crediting shares of the Company which may have been issued and are not fully paid up with the whole or any part of the sum remaining unpaid thereon.

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

(2) Such issue and distribution under (a) above and such payment to credit of unpaid shares capital under (1) (b) above, shall be made to, among and in favour of the members or any class of them or any of them entitled thereto and in accordance with their respective rights and interests and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under (1) (a) or payment under (1) (b) above shall be made on the footing that such members become entitled thereto as capital.

(3) The Directors shall give effect to any such resolution and apply such portion of the profits, General Reserve, Reserve or Reserve Fund or any other Fund or account as aforesaid as may be required for the purpose of making payment in full for the shares of the Company so distributed under (1) (a) above or (as the case may be) for the purpose of paying, in whole or in part, the amount remaining unpaid on the

shares which may, have been issued and are not fully paid up under (1) (b) above, provided that no such distribution or payment shall be made unless recommended by the Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capitalised sum.

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

ACCOUNTS

Books of Accounts

- 167.(1)The Company shall keep at its registered office 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 receipt and expenditure take place;

- (b) all sales and purchases of goods by the Company; and
- (c) the assets and liabilities the Company.

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

- (2) If the Company shall have a branch office, whether in or outside India, proper books of account relating to the transactions effected at that office shall be kept at that office, and proper summarised returns, made upto date at intervals of not more than three months shall be sent by the Branch office to the Company at its registered office or other place in India, as the Board thinks fit, where the main books of the Company are kept.
- (3) All the aforesaid books shall give a true and fair view of the affairs of the Company or of its branch office as the case may be with respect to the matters aforesaid, and explain its transactions.
- (4) The books of account and other books and papers shall be open to inspection by any Director during business hours.

Books of Account to be preserved

- 168. The Books of account of the Company relating to 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

Inspection by members of accounts and books of the company

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

Statement of Account to be furnished to General Meeting

170. The Directors shall from time to time, in accordance with Sections 210, 211, 212, 215, 216 and 217 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits and Loss Accounts and Reports as are required by these Sections.

Rights of members to copies of Balance Sheet and Auditor's Reports

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

ANNUAL RETURNS

Annual Returns

172. The Company shall make the requisite annual returns in accordance with Section 159 and 161 of the Act and shall file with the Registrar three copies of the Balance Sheet and Profit and Loss Account in accordance with Section 220 of the Act.

AUDIT

Accounts to be audited

173. Auditors shall be appointed and their rights and duties regulated in accordance with 224 to 233 of the Act.
174. 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 manifest 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.

SERVICE OF NOTICE

How Document to be served on members

175. (1) A document (which expression for this purpose shall be deemed to include and shall include any summons, notice,

requisition, process, order, judgment or any other document in relation to or in the winding up of the Company) may be served or sent by the Company on or to any member either personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.

(2) Where a document is sent by post -

- (a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice provided that where a member has intimated to the Company in advance that document should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the company a sum sufficient to defray the expenses of doing so, service of the document shall not be effected unless it is sent in the manner intimated by the members; and
- (b) Such service shall be deemed to have been effected.
 - i) in the case of a notice of a meeting at the expiration of forty eight hours after the letter containing the notice is posted; and
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

Service on members having no registered address

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

Service on the joint share holders of a share

177. A document may be served by the Company on the joint holder of share by serving it on the joint holder named first in the register in respect of the share.

Service on persons acquiring shares on death or insolvency of members

178. A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a pre-paid letter addressed to them by name or by the title of representative of the deceased or assignee of the insolvent or by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

Persons entitled to notice of General Meeting.

179. Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given-
- (i) to members of the Company as provided by, Article 76 in any manner authorised by Articles 175 and 176, as the case may be or as authorised by the Act.
 - (ii) to the persons entitled to a share in consequence on the death or insolvency of a member as provided by Article 177 or as authorised by the Act;
 - (iii) to the Auditor or Auditors for the time being of the Company in any manner authorised by Article 175 of the Act in the case of any member or members of the Company.

Advertisement

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

Members bound by document given to previous holders

181. Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any share shall be bound by every document in respect of such share which, previously to his name and

address being entered on the Register, shall be duly served on or sent to the person from whom he derives his title to such shares.

Notice by Company and signature thereto.

182. Any notice to be given by the Company shall be signed by the Managing Director or Secretary or by such Director or officer as the Directors may appoint and such signature may be written or printed or lithographed.

Service of notice by shareholders

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

AUTHENTICATION OF DOCUMENTS

Distribution of Assets

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

WINDING UP

Distribution of Assets

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

Distribution in specie or kind

186. (1) If the Company shall be wound up whether voluntarily or otherwise, the liquidators may with the sanction of a special resolution, divide amongst the contributories, in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in Trustees upon such trusts for the benefit of the contributories, or any of them, as the liquidators, with the like sanction shall think fit.

(2) If thought expedient any such division may, subject to the provisions of the Act, be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on, any contributory who would be prejudiced thereby shall have a right to dissent and shall have ancillary rights as if such determination were a special resolution passed pursuant to Section 494 of the Act.

(3) In case any shares to be divided as aforesaid involved a liability to calls or otherwise any person entitled under such division to any of the said shares may within ten days after passing of the special resolution by notice in writing direct the liquidators to sell his proportion and pay him the net proceeds and the liquidators shall if practicable act accordingly.

Right of shareholders in case of sale

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

INDEMNITY AND RESPONSIBILITY

Directors' and others' right to indemnity

188. (a) Subject to the provisions of Section 201 of the Act, every Director, Managing 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 of any contract entered into or act or deed done by him as such Director, officer or servant or 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 against. any liability incurred by him in defending any proceedings whether civil or criminal in which judgement 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.

Not Responsible for acts of others

189. Subject to the provisions 6f Section 201 of the Act, no Director, or Managing Director or other officers 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 or conformity, or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Director for or on behalf of the Company, or for the insufficiency or deficiency of any Security in or upon which any of the moneys of the Company shall be invested or for any loss or damages arising from the 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 in his part, or for any other loss or damages or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

SECRECY**Secrecy**

190. (a) Every Director, Manager, Auditor, treasurer, Trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when, required so to do by the Board or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- (b) No member shall be entitled, to visit or inspect the Company's Works without the permission of the Directors or the Managing Director or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors or the Managing Director it will be inexpedient in the interest of the members of the Company to communicate to the public.

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

Name, Address, description and occupation of each subscriber	Number of Equity Shares	Signature of Subscriber	Signature of witness, and his name, address, description & occupation
Balvantray Kalyanji Parekh S/o Kalyanji Parekh 15, Usha Kiran 15, M.L. Dahanukar Marg, Bombay 400 026 Business	1 (one)	Sd./-	Sd. /- PRIYKANT CHHOTALAL PATEL S/o CHHOTALAL PATEL 131, HASSA MAHAL, COLABA,
Sushilkumar Kalyanji Parekh S/o Kalyanji Parekh Bhaveshwar Darshan Altamount Road Bombay 400 026 Business	1 (one)	Sd./-	CUFFE PARADE BOMBAY 400 005 CHARTERED ACCOUNTANT
Narendrakumar Kalyanji Parekh S/o Kalyanji Parekh Parvati, Sion Bombay 400 022 Business	1 (one)	Sd./-	
Madhukar Balvantray Parekh S/o Kalyanji Parekh Landmark, 17/ 738 Carmichael Road Bombay 400 026 Business	1 (one)	Sd./-	
Himatlal Kalyanji Parekh S/o Kalyanji Parekh Mahavir, Derasar Lane Ghatkopar, Bombay 400 077 Business	1 (one)	Sd./-	
Chimanlal Kalyanji Parekh S/o Kalyanji Parekh 21, Kailas Kiran No. 1 Tilak Road, Ghatkopar, Bombay 400 077 Business	1 (one)	Sd./-	
Ajay Balvantray Parekh S/o Balvantray Parekh 15, Usha Kiran, M.L. Dahanukar Marg, Bombay 400 026 Business	1 (one)	Sd./-	
Total	7 (Seven)	Sd./-	

Bombay :Dated : This 11th day of April, 1986.