



CO.NO.08/15089

नाम में तब्दीली के परिणामस्वरूप निम्न के लिए नया प्रमाण - पत्र  
**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT  
 ON CHANGE OF NAME**

कम्पनी के रजिस्ट्रार के कार्यालय में

(कम्पनी अधिनियम 1956 (1956 का 1) के अधीन)  
 Office of the Registrar of Companies, Karnataka, Bangalore  
 (Under the Companies Act, 1956 (1 to 1956))

The Matter of **VENLON POLYESTER FILM LIMITED** के विषय में

मैं एतद्भाग प्रमाणित करता हूँ कि परिसीमित जिम्का निगम मूलतः 20...  
 दिनांक 24 अक्टूबर 1983 को अधिनियम के अधीन और परिसीमित नाम डाल  
 दिया गया कम्पनी अधिनियम 1956 की धारा 21(2)(1) (क) / 23(1) (ख) के निर्वन्धनों के अनुसार आवश्यक संकल्प पारित  
 कर चुकी है और इसकी वास्तविक केंद्रीय सरकार की लिखित अनुमति कम्पनी कार्य विभाग द्वारा प्रदान की गई है।

I hereby certify that **VENLON POLYESTER FILM LIMITED** which was originally incorporated on **Twenty Fourth day of Oct. 1983** under the Companies Act, 1956 and under the name **VENLON POLYESTER FILM PRIVATE LIMITED** having duly Passed the necessary resolution in terms of section 21(2)(1) (A) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

केन्द्रिय निर्देशक के तारीख 20... के संकेत परिसीमित नाम डाल दिया गया है और यह प्रमाणपत्र उक्त अधिनियम की धारा 23(1) के अनुसार में जारी किया जाता है।

Approval of the Registrar of Companies, Karnataka, Vide letter No. **STA/KM/15089/CN/21/2005** dated **10/1/2005** the name of the said company is this day changed to **VENLON ENTERPRISES LIMITED** and this certificate is issued pursuant to section 23(1) of the said act.

मेरे हस्ताक्षर से यह तारीख 28... Given under my hand at Bangalore this **TWENTY EIGHTH** day of **JANUARY** 2005



**VENLON ENTERPRISES LTD**  
**C. D. BATHANI**  
 Chairman & Managing Director

**(B.M. ANAND)**  
 कम्पनी का निदेशक  
 Registrar of Companies  
 Karnataka

**Certified Copy**  
 For Venlon Enterprises Ltd.,

**S. Bhyrappa**  
 S. Bhyrappa  
 Director



[कम्पनी अधिनियम, 1956 की धारा 18(3)]  
[Section 18(3) of Companies Act, 1956]

एक राज्य से दूसरे राज्य में रजिस्ट्रीकृत कार्यालय के अन्तरण की पुष्टि  
करने वाले न्यायालय के आदेश के रजिस्ट्रीकरण का प्रमाण-पत्र

**CERTIFICATE OF REGISTRATION OF THE ORDER OF COURT  
CONFIRMING TRANSFER OF THE REGISTERED OFFICE  
FROM ONE STATE TO ANOTHER**

**COMPANY NO. 15002/93/94**

.....ने विशेष संकल्प द्वारा  
रजिस्ट्रीकृत कार्यालय का ..... राज्य  
से ..... राज्य में अन्तरण  
करके स्थान की वास्तविक प्रमाण-पत्र के तहत में परिवर्तन कर दिया है और ऐसे परिवर्तन  
को ..... नारीय  
के आदेश द्वारा पुष्टि कर दी गई है।

The VENION ENTERPRISES LTD. having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the registered office by changing it from the state of MAHARASHTRA to the state of KARNATAKA and such alteration having been confirmed by an order of the Company Law Board, Western Region, Bench at Bombay dated the Company Petition No. 62/17/CLB/WB/1993 dated 12th October 1991.

मे संतुष्टता प्रमाणित करता हूँ कि इस आदेश की प्रमाणित प्रति इस दिन रजिस्ट्रीकृत कर दी गई है।

I hereby certify that a certified copy of the said order has this day been registered.

मेरे हस्ताक्षर में यह नारीय ..... में दिया गया।

Given under my hand at Bangalore this Thirtieth day of December one thousand nine hundred and Ninetythree.

जे. एस. सी.-6  
J. S. C-6.

प्रमाणपत्र-185-19 अन्तरण-पुष्टि/77-78-प्रमाणपत्र-(सी-183)-16-11-77-4,000.  
MGIPC-105-19 Genl. Adm., 77-78-GIPC-(C-103)-16-11-77-4,000.

uv,

(S. Greenivasa Rao)  
रजिस्ट्रार  
Registrar of Companies.

Certified copy  
For Venion Enterprises Ltd.,

S. Bhyrappa

S. Bhyrappa  
Director



CO. NO. 31167/TA.

[ Section 18(3) of Companies Act 1956 ]

CERTIFICATE OF REGISTRATION OF THE ORDER OF COURT  
CONFIRMING TRANSFER OF THE REGISTERED OFFICE  
FROM ONE STATE TO ANOTHER

The VENLON POLYESTER FILM LIMITED having by  
special resolution altered the provisions of its Memorandum of Association with  
respect to the place of the registered office by changing it from the State of  
MAHARASHTRA to the State of KARNATAKA  
alteration having been confirmed by an order of COMPANY LAW BOARD, WESTERN REGION  
BENCH AT BOMBAY COMPANY PETITION No. 62/17/CLE/WR/1993  
DATED 12th OCTOBER 1993.  
bearing date the 12th OCTOBER 1993.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at BOMBAY this 18TH day of JANUARY  
One thousand nine hundred and NINETY FOUR



J. S. C. P.  
REGISTRAR OF COMPANIES - BOMBAY - (C. 1223) - 10-1-94 - 2.000.

*M. Subbaraman*  
(M. SUBBARAMAN LU)  
ASST. REGISTRAR OF COMPANIES  
MAHARASHTRA, BOMBAY.

*For Venlon Polyester Film Ltd.*  
CHAIRMAN & MANAGING DIRECTOR

*For Venlon Polyester Film Limited*  
Authorised Signatory.

*Certified Copy*  
For Venlon Enterprises Ltd.,

*S. Bhysappa*

S. Bhysappa



FORM I. R.

## Certificate of incorporation

No. 31167 of 1983

I hereby certify that **VENLON  
POLYESTER FILM PRIVATE LIMITED** is this day  
incorporated under the Companies Act,  
1956 (No. 1 of 1956) and that the  
Company is limited.

Given under my hand at Bombay  
this Twentyfourth day of October One  
Thousand Nine Hundred and Eightythree.

The Seal  
of the  
Registrar of  
Companies  
Maharashtra

Sd/-  
(V. GOVINDAN)  
Registrar of Companies

*Certified Copy*  
For Venlon Enterprises Ltd.,

*S. Bhargappa*



NO. 31167/TA  
CERTIFICATE OF CHANGE OF NAME  
IN THE OFFICE OF THE REGISTRAR OF COMPANIES  
UNDER THE COMPANIES ACT, 1956

In the Matter of VENLON POLYESTER FILM PRIVATE LIMITED.  
I do hereby certify that pursuant to the provisions of Section  
23 of Companies Act, 1956 and the Special Resolution passed  
by the Company at its Extra-Ordinary General Meeting on  
the 8th June, 1987. The name of VENLON POLYESTER FILM  
PRIVATE LIMITED, has this day been changed to VENLON  
POLYESTER FILM LIMITED. And that the said Company has  
been duly incorporated as a company under the provisions of  
the said Act.

Dated this THIRD day of JULY One thousand nine hundred  
and eighty seven.

The Seal  
of the  
Registrar of  
Companies  
Maharashtra

Sd/-  
( POORANCHANDRA )  
ADD. REGISTRAR OF COMPANIES  
MAHARASHTRA, BOMBAY.

certified copy  
For Venlon Enterprises Ltd.,

S. Bhargappa

MEMORANDUM OF ASSOCIATION

O F

VENLON ENTERPRISES LIMITED

- I. The name of the Company is VENLON ENTERPRISES LIMITED.
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- III. The object for which the company is established are:
- (A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
1. To promote, establish, acquire and run or otherwise carry on the business of manufacturing Polyester Film and Metallizing, Coating, Lacquering, Lamination of Polyester Film with Paper, Polythene, Polypropelene, Aluminium Foil, Leatheroid in Particular and Plastic Industries or business of Manufacturers, Processors and finishers and dealer of plastic products and similar and allied products or processes and to sell, purchase or otherwise acquire or deal in materials or things in connection with such trade, industry or manufacture and to deal in Metallic Yarn, covering Yarn, Nylon Yarn, Viscose Yarn and Rayon Yarn.
- To engage in the business of generating, engineering, constructing and construction including the design, manufacture, erection, alteration, repair and installation of plants, buildings, structures, ways, works, systems for generation, distribution, captive consumption and sale by any other means of electrical power generated by any mode including generation by thermal hydro-electric, windmill and bio-gas.
- (B) OBJECTS INCIDENTAL OR ANCILLARY OF THE ATTAINMENT OF THE MAIN OBJECTS :
2. To carry on business in India and/or any other part of the world as Exporters, Importers, Merchants, Agents, Brokers, Commission Agents, Adatias, Dealers in merchandise and/or things and to undertake and carry out commercial and trading operations.
  3. To act as agents and brokers for sellers, buyers, exporters, importers, manufacturers, merchants, tradesman insurers, and others and generally to undertake and carry out agency work of any kind whatsoever and transact all matters of agency and commission business.
  4. Subject to the provisions of any law for the time being in force to do the business of money changers and to deal in foreign exchange, either in cash or traveller's cheques, to buy, sell, manufacture, repair, alter, improve, exchange, let on hire, import, export and deal in all works, plant,

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Signature for page 1 to 15  
For Venlon Enterprises Ltd.,

S. Bhyrappa

S. Bhyrappa  
Director

machinery, tools, appliances, apparatus, products, materials, substances, articles and things capable or being used in any business which the company is competent to carry on or require by any customers of or persons having dealing with the company or commonly dealt in by person engaged in a such business or which may seem capable of being profitably dealt with in connection therewith.

5. To borrow, finance, re-finance, advance, deposit or lend moneys, securities and property from, to or with such powers and on such terms as may seem expedient. Subject to provision of section 58A and directives of Reserve Bank of India.
6. To employ experts to investigate and examine into the condition prospects, value character and circumstances of any business concerns and undertakings and generally or any assets, property or rights.
7. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company.
8. To carry on branch of a business which this company is authorised to carry on by means, or through the agency of, any subsidiary, company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on, including power at any time and either temporarily or permanently to close any such branch or business.
9. To acquire, establish and provide or otherwise arrange for transport of any kinds for the purpose of the business of the Company and to construct any lines or works in connection therewith the work the same by steam, gas, oil, electricity or other fuel or powers.
10. To appoint Directors or Managers of any subsidiary company or of any other company in which this company is or may be interested.
11. To exchange, sell, convey, assign or let on lease or grant licence for the whole of any part of the Company's immovable properties and to accept as consideration in lieu thereof other land or cash or Government securities guaranteed by Government or shares in joint stock companies or partly the one and partly the other or such other property or securities as may be determined by the company and to take or re-acquire any property so disposed off by re-purchasing or leasing the same or obtaining as may be agreed upon.

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12. To apply for promotion and obtain any Act of Parliament, Charter, Privilege, Concessions licence or authorisation of any Government, state or Municipality, provisional order or licence from any authority for enabling the company to carry on its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient.
  13. To purchase, take on lease or otherwise acquire any estate lands or immovable property or any movable or personal property of any description and any rights or privileges (including any copy rights or trade marks) which may be deemed necessary for or may be conveniently used with any business which the company is privileged to carry on or which may enhance the value of any other property or business of the company and to purchase, acquire, construct, maintain or alter any buildings necessary or convenient for any of the purposes of the Company.
  14. To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
  15. To pay out of the funds of the company all costs, charges and expenses which the company may lawfully pay or incur with respect to the promotion, formation and registration of the company and/or the issue of its capital or which the company shall consider to be preliminary, including therein the cost of advertising, printing and stationery and commission for obtaining applications for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company, expenses attendant upon the formation for agencies, branches and local boards.
  16. Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters and to provide for the remuneration of such person for their services by payment in cash or by the issue of shares, debentures or other securities of the Company or by granting of options to take the same or in any other manner allowed by law.
  17. To borrow or raise money, or receive money or in deposit, by itself or jointly with others at interest or otherwise in such manner as the Company may think fit and if particular by the issue of debentures or debenture stock, perpetual or otherwise and convertible into shares of this or any other company and to secure the payment of any such money borrowed, raised or received, or owing by mortgage, pledged, charge or lien upon all or any of the property, assets, revenue of the company (both present and future) by special assignment or otherwise including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such

securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person, firm or company of any obligation undertaken by the company or any other person, firm or company, as the case may be, but not to carry on the business of Banking as defined in the Banking Regulations Act, 1949. Subject to the provisions of Section 58A of the Companies Act, 1956 and directives of Reserve Bank of India from time to time.

18. To draw, make accept, endorse, discount, execute and issue and negotiate bills of exchange, hundies, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
19. To open any kind of account including overdraft, loan, cash credit in any bank and to make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments.
20. To sell the undertaking of the Company or any part thereof for such consideration as the company may think fit and particular for shares, debentures, or securities of any other Company having objects altogether or in part similar to those of this company and if thought fit to distribute the same among the shareholders of this company in any manner decided in a shareholder's meeting in accordance with law.
21. To amalgamate with any other company or companies having objects altogether or in part similar, to those of this company.
22. To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on, engage in any business or transaction capable of being carried on or conducted to as directly or indirectly to benefit this company and to lend money or to guarantee the contract of or otherwise assist any such company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
23. To enter into a contract or contracts of loan or guarantee with any company, firm or person for payment or performance of any debts, contracts, or obligations of and the payment of the capital and the dividends and interest on any stock, shares or securities of any company, firm or person in any case in which such loan or guarantee may be considered by the Directors, likely directly or indirectly to further the objects of the Company.
24. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing placing any of the shares in the Company's capital or any debenture or other securities of the Company in or about the



formation or promotion of the Company or the conduct of its business.

25. To lend money to any person, firm, association, society, company or corporation at interest or otherwise and on such terms and on such security as may seem expedient or without any security in and particular to members or customers and others having or likely to have dealing with the company.
26. To sell, lease, mortgage or otherwise dispose off transfer the business, property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stocks, debentures, or other securities of any other company whether or not having objects altogether or in part similar to those of this Company.
27. To subsidise, assist and guarantee the payment of money or the performance of any contract, engagement or obligation by any persons or companies, and in particular customers of the company or any persons or companies with whom the company may have or intend to have business relations.
28. To invest and deal with the monies of the company (not immediately required) in any manners as the directors may think proper in the interest of the Company.
29. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's objects.
30. To provide for the welfare of the employees and officers of all grades, Directors, whole time Directors and Managing Directors of the Company and the ex-employees, ex-officers, ex-Directors, ex-whole-time Directors and ex-Managing Directors of connections of such persons, by building or contributing to the building of house, dwelling or chawls, or by grants of monies, pensions, allowances, bonus or other payments, and from time to time subscribing or contributing to provident or other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, or other institutions and objects which shall have any normal 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.
31. To procure the incorporation, registration or other recognition of the company in any country, State or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in applying to any parliament, Government, Local Municipal or other authority or body for any Acts of



Parliament, law decree, concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them, and to oppose any proceedings or applications which may be calculated directly or indirectly to prejudice the company's interest.

32. To carry on any business which this company is authorised to carry on by the main objects by means of or through the agency of the subsidiary company or companies, and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to any business or branch so carried on, including powers at any time either temporarily or permanently to close any such business or branch and to appoint Directors or Managers of any such subsidiary company.
33. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the company and to obtain and justify public confidence and to avert or minimise financial disturbances which might effect the company.
34. To open and keep a register or registers in any country or countries where it may be deemed advisable to do so.
35. To distribute in specie or otherwise as may be resolved, any property or assets of the company or any proceeds of sale or disposal of any property or assets of the Company including the assets or liabilities of the company subject to the provisions of the Companies Act, 1956 in the event of winding up.
36. To purchase or otherwise acquire and undertake the whole or any of the business, property, rights and liabilities of any person, firm or company, carrying on or proposing to carry on any business which this company is authorised to carry on, or possessed of property or rights suitable for any of the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and to purchase, acquire, sell and deal in property, shares, stocks, debenture stock of any such person, firm or company and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such persons, firm or company.
37. Subject to Section 78 of the Companies Act, 1956, to place to reserve or to distribute as Bonus Shares among the members or otherwise to apply for any purpose to which the same could be lawfully applied as the company may from time to time think fit, any monies received by way of premium on shares or debentures issued at a premium by the company, any monies

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received in respect of forfeited shares and monies arising from the sale by the company of forfeited shares.

38. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, experimental stations, workshops, and libraries for scientific, industrial and technical research, experiments and tests of all kinds and to undertake and carry out research and investigations to process, improve and invent new and better techniques and methods of manufacturing the company's products and proving or securing any processes, patent or patents or copyrights, which the company may acquire or propose to acquire or deal with and to promote studies, research, surveys and investigations both scientific and technical, by providing, subsidising endowing or assisting laboratories, colleges, universities, workshops, libraries, lectures, meetings, exhibitions and conferences and by providing for remuneration to scientists, scientific or technical personnel or teachers, research workers and inventors or otherwise generally to encourage, promote and reward studies, research investigations, experiments, tests and invention of any kind as may be considered likely to assist the business of the Company.
39. To refer or agree to refer to arbitration any claim, demand, dispute, legal, proceeding or any other question, by or against the company or in which the company is interested or concerned and whether between the company and the members or his or their representatives or between the company and the third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
40. To enter into arrangement for technical collaboration and/or other forms of assistance including capital participation with foreign or Indian manufacturers of products which the company is empowered to manufacture or of any products manufactured or proposed to be manufactured or processed by the company and to pay for such technical assistance or collaboration, royalties or other fees in cash or by allotment of equity or other capital of the company credited as paid up or issue of debentures or debenture stock.
41. To undertake and execute any contract for works involving the supply, application or use of any machinery, products, or processes and to carry out ancillary or other works comprised in such contracts.
42. To do the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world, and as principals, agents, contractors, trustees or otherwise and by or through trustees or agents or otherwise and either alone or in conjunction with others.

43. To donate, contribute, subscribe, promote, support or aid or otherwise assist or guarantee money to charitable, benevolent, religious, scientific, national, public or other institutions, funds or objects or for any exhibition or for any public objects, except political objects.
44. To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import export and deal in all machinery, tools and appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers or persons having dealings with the company or commonly dealt in by persons, engaged in any such business or which may seem capable or being profitably dealt in all products of residual nature and any by-products incidental to or obtained in any of the business carried on by the Company.
45. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any concerns and undertakings, business, any assets, properties or rights of any company or undertakings which may enhance to value of properties of this company.
46. To promote and to be interested in and take, hold and dispose off shares in other companies having the similar objects and to transfer to any such company property of this company, and to take or otherwise acquire, hold and dispose off shares, debentures and other securities in or of any such company and to subsidise or otherwise assist any such company.
47. To act as buying or selling agents or other types of agents and brokers of any company body corporate, association, firm or persons and perform all and the several duties services and offices which the said agents and brokers.
48. To carry on the business as manufacturers, processors, exporters, importers, buyers, sellers, distributors, agents, including sole selling agents and dealers in plastic goods, articles, things, products and materials of all kinds and nature whatsoever including goods, articles, things and materials made out of plastics or containing plastics components and raw materials required for or in connection with the manufacture thereof.

(C) OTHER OBJECTS :

49. To buy, sell, product, manufacture, prepare, convert, alter let on hire and deal in ores, metals, machinery apparatus, tools, implements and hardware materials, goods, merchandise and articles of all kinds and to carry on the business of production, manufacture and preparation of any other materials.
50. To carry on the business of iron and steel founders and founders of non-ferrous metals in all their branches and the

smelting, casting, shaping of ferrous and non-ferrous metals and other materials and machine parts, implements and hardware of every description, or ironmongers, colliery proprietors, coke manufacturers, miners, engineers and tin-plate makers in all their respective branches.

51. To carry on business of carriers, merchants, stockists, distributors, importers, exporters and general and commission agents of goods and merchandise of all descriptions.
52. To carry on business as financiers and to undertake and carry out all such operations and transactions (except Insurance business within the meaning of the Insurance Act, 1938 and the business of Banking within the meaning of the Banking Regulation Act, 1949), as an individual may lawfully undertake and carry on.
53. To carry on the business of mechanical engineers, designers, executors, maintenance engineers, exporters, importers, manufacturers of and dealers in machines, components and accessories of all kinds.
54. To carry on the business of electrical and electronic engineers, electricians, contractors, designers, maintenance engineers, manufacturers of and dealers in electrical and electronic products of all kinds, generators, accumulators, wires, cables and lamps and electronic devices and controls.
55. To deal in or otherwise acquire, hold, sell, dispose off and deal in shares, stock, debentures, debenture stock or securities of any company/or any government authority, municipal, local or otherwise.
56. To carry on the business of hirers of and dealers in computers, electronic calculators and business machines of all kinds to generally act as consultants and advisers on information systems and surveyors of information services, based on the use of computers, electronic calculators and business machines of all kinds and to furnish to the users, systems, help, knowhow, programmes and other software relating to use of such machines and allied peripherals.
57. To manufacture from raw-materials such as waste paper, straw and grass, a variety of writing papers, wrapping papers, draft papers etc.
58. To carry on the business of manufacturers or/and dealers in cotton piece goods, silk, artificial silk, synthetic fibers and cloth of all kinds.
59. To carry on the business of manufacturers of and dealers in all kinds of chemicals, insecticides, fumigants, weedicides, pesticides, colouring materials, pigments and flakes, paints, varnishes, lacquers, finishes, dyes, toners, perfume and



flavouring chemicals, rubber chemicals, and resinous materials, elastomers gums and adhesive compositions, plasticisers, surface active agents, tanning agents, coating resins, drugs, chemicals, solvent, marine chemical, synthetic fibers, fertilisers and all types of industrial chemicals, acids alkalies, hormones, trace elements.

60. To carry on business as manufacturers of any dealers in all kinds of equipments, machinery and accessories required to convert rubber materials into industrial and commercial products by process methods, including dipping, moulding, vacuum moulding, extrusion, calendering, vulcanising, forming, coating, firm blending etc.
61. To purchase, breed, raise, produce or otherwise acquire, invest in, own, hold, use lease, mortgage, pledge, sell, assign, transfer all kinds of animals and agricultural products and purchase, manufacture produce or otherwise, acquire, invest in, own, hold, use, lease mortgage, pledge, sell, assign, transfer or otherwise manufactured, produced, resulting or derived in whole or in part from animals, or agricultural products or any kind, whether to be used as food or in commerce manufacture, the sciences, the arts or otherwise.
62. To purchase, manufacture, produce, refine, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer, or otherwise dispose off, trade deal in and deal with any kinds of chemicals and sources, materials, ingredients, mixtures, derivatives and compounds, thereof and all kinds of products of which any of the foregoing constituted an ingredient or in the production of which any of the foregoing is used, including but not limited to medicines, pharmaceuticals, fertilizers and industrial chemicals of all kinds.
63. To purchase, manufacture, construct, erect, fabricate, build, press, stamp, draw, spin, furnish, equip, utilise, procure, refine, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell assign, transfer or otherwise dispose off, trade, deal in and with any and all kinds of metals and source materials, ingredient mixtures, derivatives, and compounds thereof; and all kinds of products of which any of the foregoing constitutes and ingredient or in the production of which any of the foregoing is used including but not limited to mechanical and electrical machinery, apparatus, equipment, implements, devices, fixtures, supplies and accessories and castings and foregoings.
64. To engage in the business of engineering, constructing and construction, including the design, manufacture, construction, erection, alteration, repair and installation of plants, buildings, structure, ways, works, systems and mechanical, electrical and electronic machinery, equipment, apparatus and devices.

65. To cultivate, grow, produce and deal in any vegetable products and to carry on all or any of the business of firement, dairymen, mill contractors, dairy foreman, millers, purveyors and vendors of milk, cream, cheese, butters, poultry and provisions of all kinds growers of and dealers in corn, hay and straw, seedsmen and to buy, sell, trade in any goods which is usually traded in any of the above business of any other business associated with the foregoing or other interest of the company.
66. To carry on the trades or business of manufacturers and dealers in explosives, ammunition, firewells and other explosive products and accessories of all kinds and of whatsoever composition and whether for military spating, mining or industrial purpose or for petro-chemical display or for any other purpose.
67. To explore, prospect, take on lease or on royalty basis or otherwise acquire mines, mining rights and lands or any interest therein and to quarry, mine, dress, reduce, draw extract, calcine, smelt, refine, manufacture, process and otherwise acquire, buy, sell, or otherwise dispose off and deal in all types, qualities and description of ores, metal and mineral substances and to carry on any other metallurgical operations which may seem conducive to any of the company's objects.
68. To carry on the business of iron, founders, civil and mechanical engineers, consulting engineers, project engineers, technical consultants and manufacturers of agricultural, industrial and other machinery and tool kits, machine tools makers, brass founders, metal workers, boiler-makers or locomotives and engineers of every description, millwrights, machinists, iron steel converters, smiths, wood-workers, builders, painters, chemists, metallurgists, electrical engineers, water supply engineers, gas makers, framers, printers, carriers and to buy, sell design, specify manufacture, fabricate, export, import, repair, convert, alter, let on hire and deal in machinery, implement plants, tools, tackles, instruments, rolling stock and hardware of all kinds, general fittings, accessories and appliances of all description made of metal, alloy, glass or any other material and any parts of such accessories or fittings and generally to carry on business as merchants, importers and exporters and to transact and carry on all kinds of agency business.
69. To carry on business as timber merchants, saw-mill proprietor and timber growers and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds and to manufacture and deal in veneers, veneer products, veneer for teacheest, packing cases and commercial boards, compressed boards, pressed boards, decorative veneer lamin boards, block boards, composit boards, hard board, ship boards,



bent wood, moulded wood and articles of all kinds in the manufacture of which timber or wood is used.

70. To carry on business as financiers, capitalists, commercial agents, mortgage brokers, financial agents and advisers.
71. To undertake and consultancy advisory accountancy, clerical or similar work.
72. To act as stockists, commission agents, manufacturers' representatives or agents, selling and purchasing agents, distributors, brokers, trustees, attorneys and subject to the provisions of the Companies Act, 1956 Secretaries and transfer agents for any other company, firm, corporation or person.
73. To carry on business as house, land and estate agents and to arrange or undertake the sale, purchase, advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or vendors of and to manage land, building and other property whether belonging to the company or not, and to let any portion of any premises for residential, trade or business purposes, or other private or public purposes and to collect rents and income and to supply to tenants and occupiers and other refreshments, clubs, public halls, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, garage and other advantages.
74. To carry on the business of manufacturers, exporters and importers, commission agents, tradesman and dealers in dyes, intermediates and dyestuffs, chemicals of all types including agricultural, laboratory, photographic, pharmaceutical and industrial chemicals, oils of all kinds, including vegetables and natural, essential oils tanning and tanning extracts, paint and paint raw materials, solvents, perfumes, acids, alkalies, plastic and plastic materials of all kinds including polythene and polyvinylchloride (P.V.C.) and its allied products and substances whether manufactured or not.
75. To carry on the business of manufacturers, exporters and importers, commission agents, tradesmen and dealers in all kinds of fertilizers, including synthetic and other fertilizers, manure mixtures dips, sprays, vermiculites, pesticides, insecticides, medicines of all kinds for agriculture, horticulture or other purposes and remedies for animals and also to deal in agricultural implements like pumps, sprays, machines, tractors and allied articles.
76. To carry on business as manufacturers, importers and exporters of, and dealers in plastic, bakelite, celluloids and other similar materials and goods, articles and products of every kind description, manufactured wholly or partly out of any of the chemicals and allied substances, refuse and bye-products of the Company.

77. To carry on the business of chemical, mineral and mining engineers, analysts and analysers of metal, minerals, furnished products and consultants and prospectors and drawers.
78. To refine, treat and render merchantable and fit for use natural deposits of salt, brine, natron, soda, kieselguhr nitrates and other chemical substances of all kinds obtained as aforesaid and to manufacture therefrom by any electrolytic metallurgical or other forms of plants or process of every kind of chemical and other products and bye-products.
79. To purchase, take of lease or in exchange or otherwise and run all kinds of plantations, such as mogra tree plantations, palm tree plantations, sugarcane plantations, coconut tree plantations and plantations yielding essential oil of all kinds whatsoever.
80. To carry on the business of manufacturing, producing, buying, selling, importing, exporting or in any manner dealing in foods and other products made from oils, meat, fish poultry, vegetables, fruits and other substances.
81. To carry on business as dealers, importers, exporters, manufacturers, producers and preservers of dairy farm and garden produce of all kinds, and in particular milk, cream, butter, cheese, and any other milk products, poultry and eggs, fruit and vegetables.
82. To carry on business as cow and cattle keepers, farmers, millers and market graders and as manufacturers of and dealers in condensed milk, jam, pickles, cider fruit juices, fruit flavours and spice flavours in any form, spices, preserved and other provisions of all kinds.
83. To carry on business as manufacturers and producers of vegetables, fruits, spices, groundnut cake, flour and proteins and in particular canned foods, such as syrups, vinegar, assavas, sweets, condiments, spices, baby food, fruit product, vegetables of all kinds, and all allied and by-products thereof, and for the purposes thereof, to establish preservation centres and canning and other factories at any place or places and to develop such and other allied business and to give subsidies to farmers, fishermen, and other persons doing such business or who can grow and/or procure necessary materials.
84. To purchase or otherwise acquire and to carry on the business or business of deep-sea fishers, fishers, fish, salesman, wholesale and retail fish merchants, ice manufacturers of all kinds, oil merchants and refiners, utilisers of fish oils, all kinds of oil merchants and refiners, utilisers on the business of wholesale or retail dealers of fishes, whether raw or after deep-freeze, dehydration of any other process.

85. To carry on all kinds of agency business and as buying and selling agents of all articles, things, commodities and products.
86. To manufacture, produce, refine, prepare for market, distil, treat, cure, submit to any process, purchase, sell and otherwise trade or deal in export and import and dispose off and turn to account vegetable oils, essential oils, chemicals including aromatic chemicals and perfumery compounds, gums, molasses, syrups, alcohol, spirits, bolts and other gums and residual and other produce or products and by-products thereof.
87. To promote, help, encourage and/or undertake cultivation, production and collection of flowers, herbs, roots, leaves, seeds, woods, resins and other substances suitable for the manufacture of essential oils, aromatic chemicals and perfumery compounds.
88. To carry on oil or any of the business of Soap and candle makers, tallow merchants, oil-merchants, and manufacturers of and dealers in and other preparations or compounds perfumery and proprietary articles and materials and derivatives and other similar articles of every branches.
89. To carry on the business of manufacturers and dealers in all kinds of apparatus, bottles, containers, caps, stoppers, jars, brushes, boxes and cases, wholly of hard wood, metal plastic or other substances, tins, cartons, compact cases, tools, utensils, filling and packing the articles and products of the Company.
90. To carry on the business of tin makers, tin manufacturers, tin converters colliery proprietors, coke manufacturers, miners, smelters, engineers, tin plate makers and iron founders in all their respective branches.
91. To carry on the business of extracting oil either by crushing or by chemical or any other processes from copra, cottonseed, linseed, castor-seed, groundnuts of any other nut or seed or other oil bearing substance whatsoever.
92. To manufacture and deal in hydrogenated oils, vegetable oils, vegetable ghee substitutes, vegetable products and butter substitutes, glycerin, lubricating oils, greases, boiled oils, varnishes and all other kinds of oils and oil preparations and products including by products of whatsoever description and kind and to carry on the business of manufacturers and dealers in all kinds of oils, oil seeds and oil buyers, sellers and dealers of oil seeds and oil products including by-products.
93. To carry on business as manufacturers, refiners, importers and exporters of and dealers and merchants in copra, cotton seeds, linseed, castorseed, ground nuts or any other nut or oil bearing substance whatsoever and oils and cakes manufactured

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therefrom, hydrogenated oils, oil-cakes, grains and flour, as makers and manufacturers of cattle food, poultry foods for animals and birds and feeding and fattening preparations of every description, as makers and manufacturers and fertilisers of every description.

94. To buy, sell and carry on business or deal in all kinds of dyes, chemicals, colour, paints, pigments and any other be necessary or expedient and to purchase and sell the like articles for above business.
95. To carry on the business of spinners, weavers, manufacturers, ginner, balers, and pressers of cotton, kapas, yarn cotton waste, yarn waste, hemp, jute and any other fibrous materials and cultivation thereof and the business as buyers, sellers and dealers of cotton, kapas, yarn and any other fibrous material and of any goods and merchandise whatsoever and to transact all manufacturing or treating and preparing process and mercantile business that may raw materials and manufactured articles.
96. To act as stockist, commission agents, manufacturers, representatives or agents, warehousing, clearing forwarding and shipping agents for any other company, firm, corporation or persons.

**AND IT IS HEREBY DECLARED THAT :-**

- i) The objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the company herein mentioned.
- ii) The word "Company" (same when used with reference to this company) in the Memorandum shall be deemed to include and partnership or other body or association of persons whether incorporated or not and wherever domiciled.
- iii) The objects set forth in each of the several clauses of paragraph III hereof shall have the widest possible construction and shall extended to all parts of the world.
- iv) Subject to the provisions of the Companies Act, 1956 the objects set forth in any clauses of sub-paragraph (C) above shall be independent and shall, in no way, be limited or restricted by reference from the terms of any clauses of sub-paragraphs (A) of by the name of the company. None of the clause in sub-paragraph (C) or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in any of the clauses of sub-paragraph (A).
- v) Nothing in this paragraph shall authorise company to do any business which may fall within the powers of the Banking Regulation Act, 1949, or the Insurance Act, 1938.

IV. The liability of the members is limited.

V. The Authorised Share Capital is Rs.26,50,00,000/- (Rupees Twentysix Crores Fifty Lakhs only) divided into 5,30,00,000/- (Five Crores Thirty Lakhs only) shares of Rs.5/- (Rupees Five only) each. Subject to the provisions of the Act and these Articles shares (whether forming part of the original capital or of any increased capital of the Company) may be issued with the sanction of the Company in General Meeting or by the Board, as the case may be, with such rights and privileges annexed thereto and upon such terms and conditions as by the General Meeting or by the Board, as the case may be, sanctioning of the issue of such shares be directed, and, if no such direction be given and in all other cases as the Board shall determine, and in particular such shares may be issued with assets of the Company, without prejudice, however, to any rights and privileges already conferred on the holders of any shares or class of shares for the time being issued by the Company.

For Venlon Enterprises Ltd.,

*S. Bhyrappa*

S. Bhyrappa  
Director

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

Name, address, description, occupation & signature of the Subscribers	No. of shares taken by each Subscriber	Name, address, description, occupation & signature of Witnesses
<b>SHRI NANIK GURUMUKHDAS ROHERA</b> S/o. Shri Gurmukhdas Radhomal Rohera 222, Maker Tower 'A' Cuffee Parade, Bombay - 400 005.  Business  Sd/-	One Share	
<b>SMT. KAMALABEN NANIKARM ROHERA</b> W/o. Shri Nanikram Gurmukhdas Rohera 222, Maker Tower 'A' Cuffee Parade, Bombay - 400 005.  Business  Sd/-	One Share	
	Two Shares	RADHAKRISHN MAKHIJA S/o. SHRI PREMCHAND MAKHIJA Prop. M/s. MAKHIJA & ASSOCIATES Chartered Accountant 204, Rewa Chambers, 31, New Marine Lines, Bombay 400 020.  Sd/-

Bombay, Dated the 12th Day of October, 1983.

For Venlon Enterprises Ltd.,

*S. Bhayrappa*

S. Bhayrappa  
Director



**ARTICLES OF ASSOCIATION**  
**VENLON ENTERPRISES LIMITED**

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For Venlon Enterprises Ltd.,

*S. Bhayappa*

S. Bhayappa  
Director

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

VENLON ENTERPRISES LIMITED

PRELIMINARY

1. The regulation contained in Table 'A' in the first Schedule to the Companies Act, 1956 (herein after referred to as Table 'A') shall apply to this company with the exception of such portion of Table 'A' as are hereinafter expressly or by necessary implications, altered or modified.

DEFINITIONS

2. In the interpretation of these Articles the following expressions shall, unless repugnant to the subject or context, have the meanings respectively assigned to them

- a) The Company means VENLON ENTERPRISES LIMITED
- b) "The Act" means the Companies Act, 1956 (1 of 1956) or any statutory modification or re-enactment thereof for the time being in force
- c) "The Articles" means the Articles of Association of the Company, including the amendments made thereof from time to time.
- d) "Auditors" means and include those person appointed as such for the time being of the Company
- e) "Board" or "Board of Directors" means Board of Directors of the Company, duly constituted, consisting of the Directors, collectively and also includes a meeting of the board, duly called and constituted, or as the Company may be, the Directors assembled at a Board or the requisite number of Directors entitled to pass a circular resolution in accordance with the Articles or the Directors of the Company collectively.
- f) "Capital" means the capital for the time being raised, or authorized to be raised, for the purpose of the Company.
- g) "Debenture" means includes Debentures stock, bonds and any other securities of the Company or any other Company, as the case may be.

Signature for page 1 to 80

For Venlon Enterprises Ltd.,

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S. Bhyrappa

S. Bhyrappa  
Director

- h) "Directors" means the Director or Directors as the case may be, for the time being of the Company.
- i) "Dividend" includes bonus.
- j) "Documents" include summons, notice, requisitions order, other legal process and registers, whether issued, sent or kept in pursuance of the Act or any other law or these Articles or otherwise.
- k) "Executors" or "Administrator" means a person who has obtained probate or letters of administration, as the case may be, from a competent Court.
- l) "In writing" and "Written" include printing, lithography and other modes of representing or reproducing words in a visible form.
- m) "Member" or "Members" means duly registered holders, from time to time, of the shares in the Company and includes the subscribers to the Memorandum and Articles.
- n) "Memorandum" means the Memorandum of Association of the Company.
- o) "Meeting" or "General Meeting" means a General Meeting held in accordance with the provisions of Section 166 of the Act.
- p) "Annual General Meeting" means a General Meeting held in accordance with the provisions of Section 166 of the Act.
- q) "Extra-Ordinary General Meeting" means an Extra-Ordinary General Meeting duly called and constituted and any adjourned meeting thereof.
- r) "Month" means a calendar month.
- s) "Office" means the Registered Office for the time being of the Company.
- t) "Ordinary Resolution" shall have the meaning assigned thereto by Section 189 (1) of the Act.
- u) "Paid - up" includes credited as paid up.
- v) "Proxy" means an instrument whereby any person is authorized to vote for a Member at the General Meeting on a Poll.
- w) "The Registrar of Members" means the registrar of members to be kept pursuant to Section 150 of the Act.
- x) "The Register" means the Register of Companies, having jurisdiction in the area in which the office of the Company is, for the time being, situated.

- y) "Secretary" shall have the meaning assigned there to by Section 2(45) of the Companies Act 1956, as amended from time to time. The Board of Directors may appoint a Deputy or Assistant Secretary from time to time.

Note : As amended at the 5th A.G.M. held on 20th September, 1989.

- z) "Seal" means the Common Seal for the time being of the Company.
- aa) "Shares" means the shares or stocks into which the capital of the Company is divided and the interest corresponding with such shares is expressed or implied.
- ab) "Special Resolution" shall have the meaning assigned thereto by Section 189 of the Act.
- ac) "Year" means Calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(17) of the Act.
- ad) A reference in these Articles to any specific provision of the Act shall be deemed to include a reference to any other applicable provisions of the Act.
- ae) Words importing the masculine gender also include the feminine gender.
- af) Words importing the singular number include, where the context admits or requires, the plural number and vice versa..
- ag) The marginal notes and catch lines hereto shall not affect the construction hereof.
- ah) Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

#### RIGHTS OF PROMOTERS

3. The Company in General Meeting may, from time to time underwrite rights and powers conferred by these Articles on the Promoters' Group comprising of

1. SHRI MANIK G. ROHERA

2. SHRI CHANDRU D. DATWANI

(in these Articles, referred to as "the Promoters") shall be exercised and the references herein to the Promoters shall have application only after they become or any of them becomes a member and only so long as it with their associates continues to hold not less than 20% of the subscribed share capital of the Company.

S. Bhayrappa

S. Bhayrappa  
Director

#### CAPITAL AND INCREASE AND REDUCTION IN CAPITAL

4. The Authorized Share Capital is Rs.26,50,00,000/- (Rupees Twentysix Crores fifty lakhs only) divided into 5,30,00,000/- ( Five Crores Thirty Lakhs only) shares of Rs.5/- (Rupees Five only) each. Subject to the provisions of the Act and these Articles, shares (whether forming part of the original capital or of any increased capital of the Company) may be issued either with the sanction of the Company in General Meeting or by the Board, as the case may be with such rights and privileges annexed thereto and upon such terms and conditions as by the General Meeting or by the Board, as the case may be, sanctioning of the issue of such shares be directed and, if no such direction be given and in the other cases as the Board shall determine, and in particular such shares may be issued with preferential or qualified right to dividends and in distribution of assets of the Company, without prejudice, however, to any rights and privileges already conferred on the holders of any shares or class of shares for the time being issued by the Company.

5. (1) The Company in General Meeting may, from time to time increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions, and with such rights and privileges annexed thereto, as the General Meeting shall, resolving upon the creation, direct and, if no direction be given, as the Directors shall determine, and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meetings of the Company in conformity with Section 87 and 88 of the Act.

(2) Whenever the capital of the Company has been increased under the provisions of this Article, the Director shall comply with the provisions of Section 97 of the Act.

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

7. (1) Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares whether out of unissued share capital or out of increased share capital :-

- a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the Equity Shares of the Company in proportion as nearly as circumstances admit, to the capital paid-up on those shares at that date;

- b) Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than one month from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;
- c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (b) hereof shall contain a statement of this right;

Provided that the Board may decline, without assigning any reason, to allot any shares to any person in whose favour a member may renounce the shares offered to him;

- d) After the expiry of the time specified in the aforesaid notice, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose them off in such manner as they think most beneficial to the company.

(2) Notwithstanding anything contained in Clause (1) hereof, the further shares aforesaid may be offered to any person whether or not those persons include the persons referred to in Sub-Clause (a) of Clause (1) hereof in any manner whatsoever :

- (a) If a special resolution to that effect is passed by the Company in General Meeting ; or

- (b) Where no such special resolution is passed, if the votes cast (whether on a show of hands, or on 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 Company) by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by Members, so entitled and voting and the Central Government is satisfied, on an application made by the Board in this behalf, that the proposal is most beneficial to the Company.

(3) Nothing in sub-clause (c) of Clause(1) hereof shall be deemed

- (a) to extend the time within which the offer should be accepted; or

- (b) to authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renoun, was first made has declined to take shares comprised in the renunciation.

(4) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the company;



- (i) to convert much debentures or loans into shares in the Company, or
  - (ii) to subscribe for shares in the Company Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term.
  - (a) either has been approved by the Central Government before the issue of such debentures or the raising of the loans, or is in conformity with the rules, if any, made by the Government in this behalf; and
  - (b) in the case of the debentures or loans other than debentures issued to, or loans obtained from, the Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans.
- (5) (1) Notwithstanding anything contained in these Articles, where the Central Government has, by an order made under sub-section (4) of Section 81, directed that any debentures or loan or any part thereof shall be converted in shares in the Company the conditions contained in the Memorandum of the Company shall, where such order has the effect of increasing the nominal share capital of the Company, stand altered and the nominal share capital of the Company shall stand increased by an amount equal to the amount of the value of the shares into which such debentures or loans or part thereof has been converted.
- (ii) Where, in pursuance of an option attached to debentures debentures issued or loans raised by the Company, any Public Financial Institution proposes to convert such debentures of loans into shares in the Company, the Central Government on the application of such Public Financial Institutions by an order made under Sub-section (4) of Section 81 directs that such debentures or loans shall be converted into shares in the Company the conditions contained in the Memorandum of such Company shall, where such order has the effect of increasing the nominal share capital of the company, stand altered and the nominal share capital of such Company shall stand increased by an amount equal to the amount of the value of the shares into which such debentures or loans or part thereof has been converted.
- (6) Without prejudice to the provisions of these Articles and pursuant to the provisions of Section 81 of the Act, it shall be lawful for the Company to issue further shares as the Board thinks fit either at par or at a premium (if necessary, by increasing the authorized capital of the Company) in favour of any Financial Institution, bank or any other person against conversion of such part of the loans/debentures as carry a right of conversion stipulated by such Financial Institution, bank or other person and allot such shares without any further act on the part of the shareholders and such Financial Institutions, bank or other person.

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Such shares shall rank part piece with the existing Equity Shares in the Company except for payment of dividend which will be on a proportional basis.

8. (1) Where the Company issues shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount of value of the premium on those shares shall be transferred to an account, to be called "THE SHARE PREMIUM ACCOUNT" and the provisions of the act relating to the reduction of the share capital of the Company of the Company shall except as provided in this Clause, apply as if the Share Premium Account were paid-up share capital of the Company.

(2) The Share Premium Account may, notwithstanding Clause (1) hereof, be applied by the Company;

- (a) in paying up unissued shares of the Company, to be the Members as duly paid bonus shares;
- (b) in writing off the preliminary expenses of the Company;
- (c) in writing off the expenses of or the commission paid or discount allowed, on any issue of shares in or debentures of the Company, or
- (d) in providing for the premium payable on the redemption of any Redeemable Preference Share in, or of any debentures of the Company.

9. The Company may (subject to the provisions of Sections 78, 80 and 100 to 105, inclusive of the Act) from time to time by Special Resolution, reduce its capital and Capital Redemption Reserve Account or Share Premium Account in any manner for the time being authorized by law, and in particular capital may be paid off on the footing that it may be called up against or otherwise. This Article shall not derogate from any power the Company would have, if it were omitted.

10. (1) Subject to the provisions of Section 94 of the Act, the Company in General Meeting may, from time to time alter the conditions of its Memorandum for all or any of the following purposes :-

- (a) To consolidate and divide all or any of its capital into shares of larger amount than its existing shares;
- (b) To sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however that in the sub-division the proportion between the amount paid and the amount, if any, unpaid, on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

- (c) To cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any persons and diminish the amount of its share capital by the amount of the shares so canceled. A cancellation of shares in pursuance of this sub-clause shall not be deemed to be reduction of share capital within the meaning of the Act.

(2) Whenever the Company shall do any one or more of the things provided for in the foregoing sub-clauses (a), (b) and (c), the Company shall, within thirty days thereafter, give notice to the Registrar as required by Section 95 of the Act specifying, as the case may be, the shares consolidated, divided, sub-divided or canceled.

11. (1) Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 100 and 107 of the Act, be varied, modified, commuted, affected or abrogated, or dealt with by the Company with the consent in writing of the holders of not less than three-fourths of the issued capital of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions hereafter contained as to General Meeting shall, mutates mutandis, apply to every such meeting. This Article is not to derogate from any power the Company would have if this Article were omitted.

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

12. The Company may issue at a discount shares in the Company of a class already issued, if the following conditions are fulfilled, namely :

- (i) The issue of the shares at a discount is authorized by a resolution passed by the Company in General Meeting and sanctioned by the Company Law Board:
- (ii) the resolution specifying the maximum rate of discount (not exceeding 10 percent or such higher percentage as the Central Government may permit in any special case) which the shares are to be issued; and
- (iii) the shares to be issued at a discount are issued within two months after the date on which the issue is sanctioned by the Company Law Board or within such extended time as the Company Law Board may allow.

## SHARES AND CERTIFICATES

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

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

14. In Addition to and without derogating from the powers for that purpose conferred on the Board under Article 13, the Company in General may, subject to the provisions of Section 81 of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) be offered to such person (whether members or not) in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of Section 78 and 79 of the Act) as such General Meeting shall determine and with full power to give any person whether a member or not the option to call or be allotted shares of any class of the Company either at a premium or at par or at discount (subject to compliance with the provisions of Section 78 and 79 of the Act) such option being exercisable at such time and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provisions whatsoever for the issue, allotment or disposal of any such shares.

15. Subject to the provisions of Section 80 of the Act, the Company shall have the power to issue Preference Shares which are or at the option of the Company are to be, liable to be redeemed not later than a period of ten years from the date of issue and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption.

Note : As amended at the 5th A.G.M. held on 20th September, 1989.

a) The Cumulative Redeemable Preference Shares (hereinafter called "Preference Shares") shall unless the terms of issue thereof otherwise provide, subject as hereunder provided, confer on the holders thereof the following rights and privileges, that is to say :

1) The right to a Cumulative Preferential dividend at such rate as may be prescribed by the terms of issue of such shares, on the share capital for the time being paid-up thereon, free of Company's income-tax, but subject to deduction of taxes at source at the rate or rates prescribed from time to time.



- 2) The right in the event of winding up to payment of such capital and and arrears of dividend, whether earned, accrued, declared or not, down to the commencement of the winding up, in priority to the Equity Shares but shall not confer any further right to participate in profits or assets.
- b) Subject to the provisions of Section 80 of the Act and unless otherwise determined by the terms of the issue thereof, the following provisions shall apply in regard to the redemption either in full or in part of the preference shares :
- i) The Company may, apply any profits or moneys of the Company which may be lawfully applied for the purpose in the redemption either in full or in part of the preference shares at par, together with sum equal to arrears of the dividend thereon down to the date redemption.
- ii) In the case of any partial redemption under clause (b)(i) of this Article, Company shall, for the purpose of ascertaining the particular shares to be redeemed, cause a drawing to be made at the Registered Office of the Company or at such other places the Directors may decide, in the presence of a representative of the Auditors.
- iii) Forthwith after every such drawing, the Company shall give to the holders of the shares drawn for redemption, a notice in writing of the Company's intention to redeem the same, fixing a time (not less than three months thereafter) and the place for the redemption and surrender of the shares to be redeemed.
- iv) At the time and place so fixed each holder shall be bound to surrender to the Company the Certificate for his shares to be redeemed and the Company shall pay to him the amount payable in respect of such redemption and where any such certificate comprises any shares which have not been drawn for redemption, the Company shall issue free of charge the holders thereof a fresh certificate thereof.
- v) Any of the Preference Shares not previously redeemed under the foregoing provisions shall, unless the terms of issue prescribed otherwise, be redeemed at the expiry of the 10 years from the date of issue thereof at par together with all arrears of dividend thereon upon the date of payment.
- c) Subject to the provisions of this Articles, the Company shall be entitled to create or issue further Preference Shares ranking in all or any respect pari passu with the then existing and outstanding Preference Shares issued for the time being and outstanding, provided that in the event of its creating and/or issuing Preference Shares in future, ranking pari passu with the then existing and outstanding Preference Shares or part thereof, the Company would do so only with the consent of the holders of not less than three fourths of the Preference Shares then outstanding.



d) The Preference Shares shall not confer on the holders thereof the right to vote either in person or by proxy at any General Meeting of the Company save to the extent and in the manner provided by Section 87 (2) of the Act.

17. On the issue of Preference Shares under the provisions of the immediately preceding Article, the following provisions shall take effect

- (a) No such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of fresh issue of shares made for the purpose of 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 from and out of the profits of the Company or from and 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 the profits which would otherwise have been available for dividend, be transferred to a reserve fund to be called "The Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares to be redeemed and the provisions of the Act relating to the reduction of the shares capital of the Company shall except as provided in Section 80 of the Act, apply as if the Capital Redemption Reserve Account were paid up Share Capital of the Company.
- (e) Subject to the provisions of Section 80 of the Act the redemption of Preference Share hereunder may be effected in accordance with the terms and conditions in these Articles or by the terms of either their issue and, in the absence of any specific terms and condition in that behalf, in such manner as the Directors may think fit.
- (f) The rights, privileges and conditions for the time being attached to the Preference Shares may be varied, modified or abrogated in accordance with the provisions of these Articles and of the Act.

18. If the Company shall offer any of its shares to the public for subscription :

- (1) no allotment thereof shall be made unless the amount stated in the prospectus as the minimum subscription has been oversubscribed, and the payable on application thereof has been paid to and received by the Company ; but this provisions shall no longer apply after the first allotment of shares offered to the public for subscription, and

- (2) the amount payable on application on each share shall not be less than 5 percent of the nominal amount of the share.
19. The Company shall cause to be kept a Register and Index of Members in accordance with Section 150 and 151 of the Act.
20. The Company shall be entitled to keep in any State or Country outside India a branch Register of Member resident in that State or Country.
21. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner hereinafter 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.
22. I. (a) The Share Certificate shall be issued in marketable lots and where the share certificates are issued in either more or less than marketable lots, sub-division or consolidation of share certificates into marketable lots shall be done free of charge.
- (b) Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value save in cases of issues against letters of acceptance or renunciation or in cases of issue of bonus shares.
- (c) Subject to the provision of the Companies (Issue of Share Certificates) Rules, 1960, every such certificate shall be issued, under the seal of the Company, which shall be affixed in the 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 (including the Managing Director) and the Secretary or other person shall sign the share certificate.

Provided that if the composition of the board permits of it, at least one of the aforesaid two Directors shall be a person other than a managing or a whole-time Director.

II. (1) Any two or more joint allottees of a share shall, for the purpose of this Article, be treated as a single Member, and the certificate of any share, which may be the subject of joint ownership, maybe delivered to any one of such joint owners on behalf of all of them.

(2) For any further certificate the Board shall be entitled but shall not be bound, to prescribe a charge not exceeding rupee One.

III. (1) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment.

(2) Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued, indicating the date of issue.

(3) The Company shall comply with the provisions of Section 113 of the Act.

23. (1) No certificate of any share or shares shall be issued either in exchange for those which are defaced, torn, or old, decrepit, worn out or where the cages on the reverse for recording transfers have been fully utilized unless the Certificate in lieu of which it is issued is surrendered to the Company.

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

PROVIDED FURTHER THAT in case of any Share Certificate being lost or destroyed the Company may issue a duplicate certificate in place of the certificate so lost or destroyed on such terms as to evidence, out of pocket expenses in regard to investigation of such evidence and indemnify as the Board may determine.

(2) When a new share certificate has been issued in pursuance of this Article, it shall state on the face of it against the stub or counter foil to the effect that it is "duplicate" issue in lieu of share certificate number      The word "duplicate" shall be stamped or punched in bold letters across the face of the share certificate.

(3) Where a new share certificate has been issued in pursuance of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificate indicating against the names of the persons to whom the certificate is issued, the number and date of issue of share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross references in the "Remarks" column.

(4) The Company shall not make any charge for

(i) registration of transfer of its shares and debentures;

(ii) for sub-division and consolidation of share and debenture certificates and for sub-division of letters of allotment and split, consolidation, into denominations corresponding to the market units of trading.

(1) All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board.

- (2) The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or such other person as the Board may appoint for the purpose.
- (3) The Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.
- (4) The Managing Director of the Company for the time being or if the Company has no Managing Director, every Director of the Company and the Secretary, if any, shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates except the blank forms of share certificates referred to in Clause (3). All books referred herein shall be preserved in good order permanently.

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

PROVIDED THAT not more than four persons shall be registered as joint holders of any share. Provided further that in case of death of one or more of the joint holders, the survivor or survivors of them shall be the only person entitled to the shares unless the Board shall, on request of the survivor/s decide to recognize the legal representatives of the deceased joint holder as the persons entitled to the shares jointly with the survivor/s.

25. Except as ordered by a Court of competent jurisdiction and except to the extent and in the manner and for the purposes laid down under Section 153B or Section 187B or 187C or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof.

26. 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, for 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 5 percent of the price at which the shares are issued and in the case of debentures 2 1/2% (percent) 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 as the case may be or partly in one way and partly in the other.

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

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

29. None of the funds of the Company shall be applied in the purchase of any shares of the Company, and it shall not give any financial assistance for or in connection with the purchase or subscription of any shares in the Company or in its holding company save as provided by Section 77 of the Act.

#### CALLS

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

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

(3) A call may be payable by installments.

(4) That option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting

31. Unless the terms of Issue of shares otherwise provide, no call shall exceed one-half of the nominal amount of the share or be made payable within two months after the last preceding call was payable.

32. One months' notice at the least of any calls shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.

33. A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board.

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



35. The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Members whom, for reason of residence at a distance or other cause, the Board may deem fairly entitled to such extension; but no Member shall be entitled to such extension save as a matter of grace and favour.

36. If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day pointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board.

37. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified, but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member.

38. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove :

- (a) that the name of the member, in respect of whose shares the the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequently to the date at which the money sought to be recovered is alleged to have become due, on the shares in respect of which such money is sought to be recovered;
- (b) that the resolution making the call is duly recorded in the Minute Book; and
- (c) that notice of such call was duly given to the member or his representatives used in pursuance of these Article; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

39. (1) (a) The Board may, if it thinks fit, agree to receive from members willing to advance the same all or any part of the amounts of their respective shares beyond the sums actually called up, and upon the

moneys so paid in advance, or upon so much hereof, from time to time and at any time thereafter, as exceed the amount of the calls then made upon and due to respect of the shares on account of which such advances are made, the Board of Directors may pay or allow interest at such rate as the Member paying the sum in advance and the Board of Directors agree upon ;

- (b) The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing.
- (2) No Member paying any such sum in advance shall be entitled to voting rights nor confer a right to dividend or to participate in profits in respect of the moneys so paid by him until the same would, but for such payment, become presently payable.

#### LIEN

40. "The Company shall have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that Article 25 hereof will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien if any on such shares. The Directors may at any time declare any shares wholly or in part to be exempt from the provisions of this clause."

(2) Unless otherwise agreed, the registration of shares shall operate as a waiver of the Company's lien, if any, on such shares.

(3) Fully paid shares shall be free from all lien and that in the case of partly paid shares, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

41. (1) For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorize one of their member to execute a transfer thereof on behalf of and in the name of such member.

(2) No sale shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall have been served on such member or his representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after service of such notice.

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

#### FORFEITURE OF SHARES

43. If any member fails to pay any call or installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter, during such time as the call or installment remains unpaid, give notice to him 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.

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

45. (1) The notice shall name a day (not being less than fourteen days from the day of the notice) and a place or places on and at which such call or installment and such interest as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.

(2) The notice shall also state that, in the event of the non payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.

46. Neither a judgment nor a decree in favour of the Company, or the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, or 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 shares as hereinafter provided.

47. In the requirements of any such notice as stated in Article 46 shall not be complied with, every or any share in respect of which such notice has been given may, at any time thereafter before payment of all calls or installments, interest and expenses due in thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other money payable in respect of the forfeited shares not actually paid before the forfeiture.

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

no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

49. Any share so forfeited shall be deemed to be the property of the Company and may be sold, reallotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.

50. (1) Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand, all calls, installments interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment of such rate, not exceeding eighteen percent per annum as the Board may determine and Board may enforce the payment thereof, if it think fit.

(2) The liability of such person shall cease if and when the Company shall have payment in full of all such moneys in respect of the shares.

51. (1) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and may 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.

(2) Upon any such sale, re-allotment or other disposal under the above clause as aforesaid the certificate or certificates originally issued in respect of the shares sold shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand canceled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

53. The Board of Directors may any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of the forfeiture thereof upon such conditions as they may think fit.

54. (1) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Whole-time Director or the Manager or Secretary of the Company, and that a share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(2) The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(3) The person to whom such share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the share.



(4) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amount, installments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends interest or bonus accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.

(5) Such purchasers or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share.

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

56. Upon any sale, reallotment or other disposal under the provisions of the preceding Articles, the certificates originally issued in respect of the relative share of shares (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand canceled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificate in respect of the said share or shares to the persons entitled thereto.

57. (1) Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles.

(2) Every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall, for these Articles be a Member.

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

59. Every Member shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon in such amounts, at such time or times, and in such manner, as the Board of Directors shall, from time to time, in accordance with the Company's regulations fix for the payment thereof.

#### TRANSFER AND TRANSMISSION

60. The instrument of transfer of any share shall be in writing in the form prescribed pursuant to Section 108 (1-A) of the Act.



61. The Company, the transfer and the transferee of the shares shall comply with the provisions of sub-section (1), (1-A) and (1-B) of Section 103 of the Act.

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

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

(1i) Where the application is made by the transferor and relates partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in the manner prescribed by Section 110 of the Act, and the transferee makes no objection to the transfer within two weeks from the receipts of the notice.

(1ii) For the purpose of sub-clause (1i) above, notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which have been delivered in the ordinary course of post.

(1v) That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person, persons indebted to the company on any account whatsoever.

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

65. Every instrument of transfer shall before delivery thereof to the Company, be dated, stamped and executed with the date of presentation of the instrument (save as provided in Section 108 of the Act) to the proper authorities, duly engrossed thereon and shall thereafter be left at the office for registration, accompanied by the certificate of the share to be transferred or, if no such certificate is in existence, by the Letter of Allotment of the share and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the share. Every instrument of transfer which shall be registered shall be retained by the Company, but any instrument, of transfer which the Board may refuse to register shall be returned to the person depositing the same.

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

67. In the case of insolvency or liquidation of any one or more of the persons named in the Register of Members as the Joint holders of any share, the remaining holder or holders shall be the only person recognized by the Company as having any title to, or interest in, such share, but nothing herein contained shall be taken to release the estate of the person under insolvency or liquidation from any liability on shares held by him, jointly with the other person.

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

69. The Board shall have power on giving seven days previous notice by advertisement in some newspaper circulating at the place where the Registered Office is located to close the Transfer Books, the register of Members or Register of Debenture holders at such time or times and for such period or periods, not exceeding in the aggregate forty five in each year but not exceeding 30 days at any time, as it may seem expedient.

70. The Directors may, at any time in their own absolute and uncontrolled discretion and without assigning any reasons or grounds, decline to register or acknowledge any transfer of any share and in particular may so decline in any case in which the Company has lien upon the shares desired to be transferred or any call or installment regarding any of them remains unpaid.

In particular and without prejudice to the generality of the above powers, the Board may also decline subject to the provisions of the Section 111 of the Companies Act and also decline to register in exceptional circumstance from the larger point of view of the interest of the company as a whole, subject to the provisions of clause (c) of the sub-section (4) of the Section 22A of the Securities Contracts (Regulation) Act.

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

PROVIDED THAT nothing herein shall preclude the Board from refusing to register transfer of any share in favour of any person of whom the Board of Directors do not approve irrespective as to whether or not such a person is already an existing member of the Company.

71. In the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within two months from the date on which the instrument of transfer of intimation of transmission was lodged with the Company, send notice of refusal to the transferee and the transferor or to the person giving intimation of the transmission as the case may be, giving reasons for such refusal and thereupon the provisions of Section 111 of the Companies Act, 1956 or any statutory modification thereof for the time being in force shall apply."

Note : As amended at the 5th A.G.M. held on 20th September, 1989.

72. In case of the death of any one or more persons named in the Register of Members as the joint holders of any share, the survivor or survivors shall be the only person recognised by the Company as having any title to or interest in such share but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

73. The executors or administrators of a deceased member or the holder of a succession certificate or the legal representatives in respect of the shares of a deceased member (not being one of two joint holders) shall be the only person recognized by the Company as having neat title to the shares registered in the names of such members, and the Company shall not be bound to recognize such executors of administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or legal representative shall have first obtained probate or Letters of Arbitration, of Succession Certificates, as the case may be from a duly constituted Court or other competent authority in the Union of India provided that in any case where the Board in its absolute discretion thinks fit, the Board may, upon such terms as to indemnity or otherwise as the Board may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register under these Articles the name of the person who claims to be absolutely entitled to the shares standing in the name of a deceased member as a member.

74. Any persons becoming entitled to any share in consequence of the death lunacy, bankruptcy, insolvency, liquidation or winding up, as the case may be of any member or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under these Articles, or of his title as the Board shall require either by registered and upon giving such indemnity as the directors

shall require either by registered as a member in respect of such shares or elect to have some person nominated by him and approved by the Board registered as a member in respect of such share PROVIDED NEVERTHELESS THAT if such person shall elect to have his nominees registered, he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of such shares. This clause is herein referred to as "THE TRANSMISSION CLAUSE".

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

76. The Board shall be entitled to decline to register more than four persons as the holders of any shares.

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

78. No fee shall be charged for registration of transfer, probate, succession certificate, letters of administration, certificates of death or marriage, power of attorney or other similar documents.

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

#### CONVERSION OF SHARES INTO STOCK

80. The Company may, by a resolution passed at a General Meeting the paid-up shares into stock and when any shares shall have been converted into stock, the several holders of stock may thenceforth transfer their respective interests therein, or any part of such interests in the same manner and subjects to the same regulations as, and subjects to which, shares may be or might have been transferred if no such conversion had taken place, or as near thereto as circumstances will admit.

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

#### COPIES OF MEMORANDUM AND ARTICLES OF ASSOCIATION TO BE SENT TO MEMBERS

82. The Company shall, subject to the payment of the fee prescribed under section 39 of the Act or its statutory modification for the time



being in force, on being so required by a member send to him within seven days of the requirement, a copy each of the following documents as in force for the time being :

- (a) The Memorandum
- (b) The Article and
- (c) Every agreement and every resolution referred to in Section 192 of the Act, if and in so far as they have not been embodied in the Memorandum or these Articles.

#### BORROWING POWERS

83. Subject to the provisions to Section 58 A, Section 292 and 292 of the Act and of these Articles, the Board may, from time to time at its discretion by a resolution passed at a meeting of the Board receive deposits or loans from members either in advance of call or otherwise and generally raise or borrow money by way of deposits, loans, overdraft cash credit or by issue of bonds, debentures or debentures stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any corporate body, bank, institution, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sum or sums of money so received raised or borrowed. Provided, however, that where the moneys 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 aggregate of the paid up capital of the Company and its free reserves (not being reserve set apart for any specific purpose) the Board shall not borrow such money without the sanction of the Company in general meeting. No debt incurred by the Company in the excess of the limit imposed by this Article shall be valid or effectual unless the Lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.

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

85. (1) Any debentures, stock or other securities may be issued at a discount, premium or otherwise and may be issued or the moneys borrowed otherwise may borrowed on condition that they or any part of them shall be converted into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, repayment, allotment of



shares, attending (but not voting) at general meetings, appointment of Directors and otherwise.

(2) Debentures with the rights to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting.

86. If any uncalled capital of the Company is included in or charged by way of 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. Provided that power to make calls on shares shall not be given to any other person without the consent of the Members in General Meeting.

87. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 143 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company.

88. The Company shall, if at any time it issues debentures, keep a Register and Index of Debentures holders in accordance with Section 157 of the Act. The Company shall have the power to keep in any State or Country outside India a Branch Register of Debenture holder resident in that State or Country.

#### **MEETINGS OF MEMBERS**

89. (1) The Company shall in each year hold, in addition to any other meetings, a general meeting as its Annual General Meeting in accordance with the provisions of the Act and shall specify the meeting as such in the notice calling it.

(2) Every Annual General Meeting shall be called for a time during business hours, on a day that is not a public holiday, and shall be held at the Registered Office of the Company or at some other place within the City or town in which the registered office of the company is for time being situated as the Board may determine and the Notices calling the Meeting shall specify it as the Annual Meeting.

(3) The First Annual General Meeting shall be held within eighteen months from the date of incorporation of the Company, and the next Annual General Meeting shall be held within six months after the expiry of the financial year in which the First Annual General Meeting was held and thereafter subsequent Annual General shall be held within six months after the expiry of each financial year provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of the next.

(4) Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the registrar under the provisions of Section 166(1) of the Act to extend the time within which any Annual General Meeting may be held.

(5) Every member of the Company shall be entitled to attend either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.

90. At every Annual General Meeting of the Company there shall be laid on the table the Directors' Report and Audited Statement of Accounts, Balance Sheet, Auditor's Report (if not already incorporated in the Audited Statement of Accounts etc.). The Proxy Register with proxies and the Register of Director's Shareholdings shall remain open and accessible during the continuance of the meeting.

91. All General Meetings other than Annual General Meeting shall be called Extra-Ordinary General Meeting.

92. The Company shall comply with the provisions of Section 159 of the Act regarding the filing of Annual Return and the provisions of Section 161 of the Act as regards the Annual Return and certificates to be annexed thereto.

93. The Register of Members index of Members, the Register and Index of Debenture-holders and copies of all Annual Returns prepared under Section 159 of the Act together with the copies of certificates and documents required to be annexed thereto under section 161 of the Act shall be kept at the office of the Company.

PROVIDED THAT such registers, indexes, returns and copies of certificates and documents of any one or more of them may instead of being kept at the office of the Company, be kept at any other place within the city or town in which the office of the Company is situated for the time being if,

(i) Such other place has been approved for this purpose by a special Resolution passed by the Company in General Meeting; and

(ii) The Register has been given in advance a copy of the proposed Special Resolution.

94. (1) Subject to the provisions of Section 188 of the Act, the Directors shall, on the requisition in writing of such number of members as is hereinafter specified and (unless the Annual General Meeting has otherwise resolved) at the expense of the requisitionists :

(a) Give to the members of the Company, entitled to receive a notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting;

(b) Circulate to members, entitled to have notice of any General Meeting to them, any statement of not more than one thousand words with respect to a matter referred to in any proposed resolution or business to be dealt with at that meeting.

(2) The number of members entitled to requisition a meeting in regard to any matter shall be such member as held at the date of the deposit of the requisition, not less than one-twentieth of such of the paid up capital of the company as at that date carried the right of voting in regard to that matter.

(3) Notice of any such resolution shall be given and any such statement shall be circulated to members of the Company entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each member in any manner permitted by the Act for service of notice of the meeting and notice of any such resolution shall be given to any other member by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of the meeting. The copy of the resolution shall be given, as the case may be in the same manner, and so far as practicable at the same time notice of the meeting and where it is not practicable for it to be served or given at that time it shall be served or given as soon as practicable thereafter.

(4) The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless -

(a) A copy of the requisition signed by the requisitionists (or two or more which between them contain the signature of all the requisitionists) is deposited at the office of the Company :-

(i) In the case of a requisition for notice of a resolution, not less than six weeks before the meeting; and

(ii) In the case of any other requisition not less than two weeks before the meeting; and

(b) There is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expenses in giving effect thereto.

PROVIDED THAT if after a copy of the requisition requiring notice of a resolution has been deposited at the Office of the Company and an Annual General Meeting is called for a date six weeks or less after such copy has been deposited within the time required by this clause, shall be deemed to have been properly deposited for the purpose thereof.

(5) The Company shall not also be bound under this Article to circulate any statement, if on the application either of the Company or of any other person who claims to be aggrieved, the Company Law Board is satisfied that the right conferred by this clause is being abused to secure needless publicity for defamatory matter.

(6) Notwithstanding anything in these Articles contained, the business which may be dealt with at an Annual General Meeting shall include a resolution of which notice is given in accordance with this

Articles for the purpose of this clause notice shall be deemed to have been so given notwithstanding the accidental omission in giving it to one or more member.

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

96. In case of requisition the following shall have effect :

(1) The requisition shall set out the matter for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the office of Company.

(2) The requisition may consist of several documents in like from each signed by one or more requirements.

(3) The number of members entitled to requisition a meeting in regard to any matter shall be such number as held at the date of the deposit of the requisition, not less than one tenth of such of the paid up capital of the Company as at that carries the right of voting in regard to that matters.

(4) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (3) shall apply separately in regard to each such matters, and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that sub-section is fulfilled.

(5) If the Board does not, within twenty-one days from the date of the deposit of valid requisition in regard to any matters, proceed to convene a meeting for the consideration of those matters, on a day not later than forty-five days from the date of the deposit of the requisition the meeting may be called :

(a) By the requisition, or

(b) By such of the requisitions as represent either a majority in value of the paid up share capital held by all of them or not less than one-tenth of the paid up share capital of the Company as is referred to in sub-section (4) of Section 169 of the Act whichever is less.

PROVIDED THAT for the purpose of this clause the Board shall, in the case of a meeting at which a resolution is to be proposed as a special resolution be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by sub-section(2) of Section 189 of the Act.

(6) A meeting called under clause(3) by the requisitionists or any of them.

- (a) shall be called in the same manner as nearly possible, as that in which meetings are to be called by the Board; but
- (b) shall not be held after expiration of three months from the date of deposit of the requisition. **PROVIDED THAT** nothing herein shall be deemed to prevent a meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period.
- (7) Where two or more persons hold any shares in the Company jointly, a requisition or a notice calling a meeting by one or some only of them shall for the purpose of this Article have the same force and effect as if it had been signed by all of them.

(8) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to call a meeting shall be repaid to the requisitionists by the Company, and any sums so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.

97. (1) A General Meeting of the Company, Annual or Extra-Ordinary, and by whomsoever called, may be called by giving not less than twenty-one days' notice in writing.

(2) A General Meeting may be called after giving shorter notice than that specified in clause (1) here if consent is accorded thereto (i) in the case of an Annual General Meeting by all the members entitled to vote thereat; and (ii) in the case of any other meeting by members of the Company holding not less than ninety five percent of such part of the paid up share capital of the Company as gives a right to vote at the meeting.

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

98. (1) Every notice of a meeting of the Company shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat. **PROVIDED THAT** if on account of any unforeseen circumstances or events which are beyond the control of the Directors to prevent including but not limited to earthquake, fire, typhoon, hurricane, flood, cyclone or natural calamities, war, war like events, civil commotion, affray, riots, strike, lock-out, lay-off, go-slow or any other agitation such as gheerao or bundh, by any group of people, and that issuing the notice for holding any General Meeting of the Company the Directors are of the opinion that it will not be possible to hold and/or continue the meeting at such place where the Meeting shall have been held, that Meeting may be adjourned and/or reconvened at a new place which the Directors may consider appropriate and for this purpose and notice given by the Directors in any newspaper circulating at the place where the meeting was to be held originally, shall be sufficient



compliance in regard to the essence of any notice for holding and/or continuing any meeting of the Company at such new place.

(2) Subject to the provisions of the Act, and subject to clause(1) of this Article, notice of every General Meeting shall be given;

(a) to every member of the Company in the manner authorized by sub-sections (1) to (4) of Section 53 of the Act;

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

(c) to the Auditors' or Auditor for the time being of the Company, in any manner authorized by Section 53 of the Act in the case of any Member of the Company.

PROVIDED THAT where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighborhood of the Office of the Company under sub-section(3) of Section 53 of the Act, the statement of material facts referred to in Section 173 of the Act need not be annexed to the notice as required by the Section, but it shall be mentioned in the advertisement that the statement has been forwarded to the members.

(3) 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 vote and attend instead of himself and that a proxy need not be a member.

99. (1) (a) In the case of an Annual General Meeting all business to be transacted at the meetings shall be deemed special with the exception of business relating to :

(i) The consideration of the accounts, balance sheet and reports of the Directors and Auditors;

(ii) The declaration of dividend;

(iii) The appointment of Directors in the place of those retiring; and

(iv) The appointment of, and the fixing of the remuneration of the auditors.

(b) In the case of any other meeting, all business shall be deemed special.

(2) Where any items of business to be transacted at the meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such items of business including in particular the nature of the concern or interest, if any, therein of every Director.

PROVIDED THAT where any item of special business at the meeting of the company relates to or affects any other company the extent of share holding interest in that other company of every Director shall be set out in the statement, if the extent of such Shareholdings interest is not less than twenty percent of the paid up share capital of that other company.

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

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

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

102. Five members entitled to vote and present in person shall be quorum for a General Meeting. No business shall be transacted at the General Meeting unless the quorum requisite be present at the commencement of the meeting. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 187 of the Act. The President of India or the Governor of a State being a member of the Company shall be deemed to be personally present if he is represented in accordance with Section 187 A of the Act.

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

104. Where a resolution is passed at an adjourned meeting of the Company, the resolution shall for all purpose 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.

105. (1) The Chairman of the Board shall be entitled to take the chair at every General Meeting, whether Annual or Extra-Ordinary.

(2) 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 shall decline to take the chair, the Vice-Chairman, if any, shall be entitled to take the Chair. If the Vice-Chairman is also not present or is unwilling to take the chair, the Directors present shall elect one of them as Chairman and if no Director be present of, if Directors present decline to take the Chair, then the member present shall elect one of their Member to be a Chairman.

(3) If a poll is demanded on the election of the Chairman it shall be taken forthwith in accordance with the provisions of the Act and the Chairman so elected shall exercise all the powers of the Chairman under the said provisions. If some other person is elected as a result of the poll he shall be the Chairman for the rest of the meeting.

106. (1) The Chairman may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(4) Save as aforesaid, it shall not be necessary to give any notice on of an adjournment of or of the business to be transacted at an adjourned meeting.

107. At any general meeting, a resolution put to vote at the meeting shall, unless a poll is demanded, be decided on a show of hands.

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

109. Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting on 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. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

110. (1) A poll demanded on any question of adjournment shall be taken forthwith.

(2) A poll demanded on any other (not being related to the election of Chairman which is provided for in Article 106 shall be taken at such time not being later than forty-eight hours from the time when the demand was made and in such manner and place as the Chairman of the meeting may direct.

(3) The demand for a poll may be withdrawn at any time by the persons who made the demand.

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

112. Where a poll is to be taken the Chairman of the meeting shall appoint two scrutineers to scrutinize the vote given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a member (not being an office or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a scrutineer from office and fill vacancies in the office of the scrutineer arising from such removal or from any other cause.

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

114. (1) Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting.

(2) The Company, shall immediately after the notice of the intention to move such any resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

115. The following resolution shall require special notice :

(1) Resolution under Section 225 of the Act at an Annual General Meeting appointing as Auditor a person other than a retiring Auditor or providing expressly that retiring Auditor shall not be re-appointed.

- (2) Resolution under Section 284 of the Act removing a Director before the expiry of his period of office.
- (3) Resolution under Section 284 of the Act appointing a Director in place of Director so removed.

116. A copy of each of the resolution or agreement shall, if so required under any provision of the Act, be filed with the registrar.

#### VOTING RIGHTS OF MEMBERS

117. A member paying the whole or a part of the amount remaining unpaid on any shares held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

118. No member shall exercise any voting rights in respect of any share registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which Company has and has exercised any right or lien.

119. (1) Subject to the provisions of the immediately proceeding Articles, every member of the Company holding any equity share capital and other wise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by representative duly authorized) have one vote and on a poll, when present person (including a body corporate by a duly authorized representative) or by an agent duly authorized by proxy, his voting right shall be in proportion to his share of he paid-up equity share capital in the Company.

PROVIDED HOWEVER, if any preference shareholder be present at any meeting of the meeting of the Company, save as provided in clauses (b) if subsection (2) of Section 87, he shall have a right to vote only on the resolutions before the meeting which directly affect the rights attached to his preference shares.

(2) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period proceeding the date on which the vote is taken.

120. 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 committee or guardian may on a poll vote by proxy.

121. If there be joint registered holders of any shares, any one of such persons may vote at any meeting personally or by proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the meeting, and, if more than one of such joint holders by present at any meeting either personally or by proxy, that one of the said persons so present whose name stands higher on the Register shall along be entitled to speak and



to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. PROVIDED ALWAYS THAT a person present at any meeting personally shall be entitled to vote in preference to a person present by proxy stands first or higher in the Register in respect of such shares. Several executors or administrators of a deceased members in whose name shares stand shall, for the purpose of these Articles, be deemed joint holders thereof.

122. A body corporate (whether a company within the meaning of the Act or not) may, if it is a member or a creditor of the Company (including a hold of debentures), authorize such persons as it thinks fit by a resolution of its Board of Directors or other Governing Body in accordance with the provisions of Section 187 of the Act to act as its representative at any meeting of the member or creditors of the Company or debenture holders of the Company. A person authorized by resolution as aforesaid shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that to body could exercise if it were an individual member, creditor or holder of debentures of the Company.

123. Where the President of India or the Governor of State is a member of the Company, the President or, as the case may be, the Governor may, in the manner provided in Section 187 A of the Act, appoint such person as he thinks fit to act as his representative at any meeting of the Company and or at any meeting of any class of member of the Company and such a person shall be deemed to be a member of the Company and shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President or, as the case may be, the Governor, could exercise as a member of the Company.

124. Any person entitled under the Transmission clause to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such shares, provided that atleast forty eight hours before the time of holding the meeting or the adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his rights to transfer such shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

125. Subject to the provisions of these Articles a vote may be given either personally or by proxy.

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

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

meeting of the Company shall state that a member entitled to attend and vote, is entitled to appoint one or more proxies.

128. An instrument of proxy may appoint a proxy either for the purposes of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purposes of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.

129. No member present only by proxy shall be entitled to vote on a show of hands.

130. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified copy of that authority, shall be deposited at the office forty-eight hours before the time for holding the meeting at which the person named in the instrument purposes vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

131. Every instrument of proxy whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms set out in Schedule IX to the Act, and signed by the appointed or his attorney duly authorized in writing or, if the appointer is a body corporate be under its seal or be signed by any officer or attorney duly authorized by it.

132. Every member entitled to vote at a meeting of the Company according to the provisions of these Articles 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 proxies lodged, at any time during the business hours of the Company provided not less than three day's notice in writing of the intention so to inspect is given to the Company.

133. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, in the case of an individual member, or winding-up in the case of a corporate member, or revocation of the proxy or authority under which such proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, winding-up, revocation or transfer, as the case may be, shall have been received at the office before the commencement of the meeting, or adjourned meeting at which the proxy is used.

134. No objection shall be made to the qualification of any voter or to the validity of a vote except to the meeting or adjourned meeting at which the vote object to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting.

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

136. If any such instrument of appointment be confined to the object of appointing a proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If embracing other objects, copy thereof verified with the original shall be delivered to the Company to remain in the custody of the Company.

137. (1) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such meeting concerned, entire thereof in books kept for that purpose with their pages consecutively numbered.

(2) Each page of every such book shall be initiated or signed and the last page of the record of proceedings of each meetings in such books shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within the period, by a director duly authorized by the Board for the purpose.

(3) In no case minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(4) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(5) All appointments of Officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.

(6) (i) Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any meeting which in the opinion of the Chairman of the meeting.

(a) is, or could reasonably be regarded as, defamatory of any person, or

(b) is irrelevant or immaterial to the proceedings, or

(c) is detrimental to the interest of the Company.

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

(7) Any such minutes shall be evidence of the proceedings recorded therein.

(8) (i) The book containing the minutes of proceedings of General Meeting shall be kept at the Registered Office of the Company and shall be open, during business

hours, for such periods not being less in the aggregate than two hours in each day as the Directors determine, to the inspection of any Member without charge.

- (ii) Any Member shall be entitled to be furnished, within seven days after he has made a request in the behalf to the Company, with a copy of any minutes referred to in subclause (i) on payment of such sum as may be prescribed for every one hundred words or fractional part thereof required to be copied.

#### DIRECTORS

138. (1) Subject to Section 252 of this Act and unless otherwise determined by a General Meeting of the Company, the number of Directors (excluding Debentures Directors, Permanent Directors, special Directors and Corporation Directors, if any,) shall be not less than 3 and not more than 12.

139. As long as the Promoter(s) and for their associate hold(s) not less than 20% of the subscribed capital of the Company, the Promoter(s) shall be entitled to appoint upto one-third of the total number of Directors of the Company herein referred to as "the Promoter's Directors" and shall be entitled to remove any or all of them from that office and to appoint any other person(s) thereto from time to time. The Promoter's Directors appointed shall not be liable to retire by rotation. Out of the Directors so appointed the Promoter(s) may select three Directors out of the Directors nominated by it/them, for being appointed by the Board as Chairman and Vice Chairman of the Board and Managing Director of the Company respectively, and such appointments shall be made on such terms and conditions including as to remunerations as the Promoter(s) shall advise the Board from time to time. The Directors so nominated by the Promoters shall be liable to be removed by the Promoter(s) at his/their discretion and to appoint a substitute in his or their place(s).

140. Any Trust Deed for securing debentures or debenture stocks, may if so arranged, provide for the appointments, from time to time by the Trustees thereof or by the holders of debentures or debenture stocks of some person to be Director of the Company and may empower such Trustees or holders of debenture or debenture stocks, from time to time, to remove and reappoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debentures Director". The Debenture Director shall 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 provision herein contained.

141. (1) Notwithstanding anything to the contrary contained in these Articles so long as any moneys remain owing by the Company to the Industrial Development Bank of India (IDBI) Life Insurance Corporation of India (LIC), The Industrial Credit and Investment Corporation of India Limited (ICCI), Industrial Finance Corporation of India (IFCI) and Unit



Trust of India (UTI), or to any other Finance Corporation or Credit Corporation or to any other Financing Company or Body out of any loans granted by them to the Company or so long as IDBI, ICCI, IFCI, and UTI, or any other Finance Corporation or Credit Corporation or any other Financing Company or Body (which IVICI, LIC, IDBI, IFCI AND UTI, UPFC, RCF or any other Finance Corporation or Credit Corporation or any other Financial Company or Body is hereinafter referred to as "The Corporation") continue to hold debentures in the Company by direct subscription or private placement or so long as the Corporation holds share in the Company by direct subscription or private placement or so long as the Corporation holds share in the Company as a result of underwriting or direct subscription or conversion of the said loans/debentures, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors (which Director or Directors is/are hereinafter referred to as "Corporation Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or person in his or their place/s. At the option of the Corporation, such Corporation Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation Director/s shall not be required to hold any share qualification in the Company. Also at the option of Corporation, such Corporation Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Corporation Director/s shall be entitled to the same rights and privileges, and be subject to the same obligations as any other Director of the Company.

The Corporation Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Debentures in the Company as a result of direct subscription or private placement or so long as the Corporation holds share in the Company as a result of underwriting or direct subscription or conversion of the loans/debentures and the Corporation Director/s so appointed in exercise of the said power shall ipso facto vacate his office immediately the moneys owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/Shares in the Company.

142. The provisions in these Articles empowering the Promoter(s) the Debenture Trustees and the Financial Corporation to appoint non-rotational Directors shall be subject to the provisions of Section 255 of the Companies Act and the total number of Directors so appointed shall not, in the aggregate exceed one-third of the total number of Directors for time being in office.

143. (1) The Board may appoint an Alternate Director to act for a Director (hereinafter called "the Original Director") during his absence for a period not less than three months from any State in India in which meetings of Board are ordinarily held.

(2) Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Directors and to attend and vote as a Director and be counted for the purpose of a quorum and generally at such



meetings to exercise all the powers and duties and authorities of the original Director.

(3) The Alternate Director appointed under this Article shall vacate office as and when the Original Directors returns to such State.

(4) If the term of office of the Original Director is determined before the returns to that State, any provisions in the Act or in these Articles for the automatic reappointment of retiring Director in default of another appointment shall apply to the Original Directors and not to the Alternate Director.

(5) An Alternate Director shall not hold office as such for a longer period than what is permissible to the Original Director in whose place he has been appointed.

144. (1) The Board shall have power at any time and from time to time to appoint any qualified person to be a Director or to fill a casual vacancy arising out of the office of any Director appointed by the Company in General Meeting being vacated before his term of office expires in the normal course.

(2) The Causal vacancy shall be filled by the Board at a meeting of the Board.

(3) 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 is had not been vacated as aforesaid but he shall then be eligible for re-election.

145. (1) The Board of Directors shall also power at any time and from time to time appoint any other qualified person to be Additional Director but so that the total number of Directors shall not at any time exceed the maximum strength fixed for the Board by the Articles.

(2) Any person so appointed as an Additional Director shall retain his office only upto the date of the next Annual General Meeting but shall be eligible for election at such meeting, subject to the provisions of the Act.

146. A Director shall not be required to hold any qualification shares.

147. The maximum remuneration of a Director for his service for his having attended a meeting of the Board of Directors or a Committee thereof shall be such sum as may be prescribed by the Companies Act 1956 or the Central Government from time to time for each meeting of the Board of Directors or a Committee thereof attended by him. The Directors may subject to the sanction of the Central Government (if any required) may be paid such further remuneration as the Company in General Meeting shall, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and manner as the Board may from time to time determine, and in default of such determination shall be divided among the Directors equally work done by a Director as a

member of any Committee formed by the Directors or in relation to signing share certificates) or to make special exertions in going or residing out of his usual place of residence or otherwise for any of purposes of the Company, shall remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Directors, and such remuneration may be either in addition to or in substitution for his share in the remuneration above provided.

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

149. The Board may subject to the limitations provided by the Act allow to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair compensation for traveling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.

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

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

- (a) he has been found to be of unsound mind by a court of competent jurisdiction and the finding is in force ;
- (b) he is an undischarged insolvent ;
- (c) he has applied to be adjudged an insolvent and his application is pending ;
- (d) he has been convicted by a court of any offence involving moral turpitude and sentenced in respect thereof imprisonment for not less than six months and a period to five years has not elapsed from the date of expiry of the sentence;
- (e) he has not paid any call in respect of shares in the Company held by him where alone or jointly with others and six months have elapsed from the last day fixed for the payment of the call, or

- (f) an order disqualifying him for appointment as Director has been passed by a court in pursuance of Section 203 of the Act and is in force, unless the leave of the court has been obtained for his appointment in pursuance of that section.

152.

- (1) The Office of the Director shall become vacant if-
  - (a) he is found to be of unsound mind by a court of competent jurisdiction; or
  - (b) he applies to be adjudged an insolvent ; or
  - (c) he is adjudged an insolvent; or
  - (d) he is convicted by court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; or
  - (e) he fails to pay call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date for the payment of the call unless the Central Government has by Notification removed the disqualification incurred by such failure; or
  - (f) he absents himself from three consecutive meetings of the Board 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
  - (g) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is partner or any private Company of which is a Director, accepts a loan, or any guarantee or security for a loan from the Company is contravention of Section 295 of the Act; or
  - (h) he being 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 fails to disclose the nature of his concern or interest at a meeting of the Board as required by Section 289 of the Act; or
  - (i) he becomes disqualified by an order of the court under Section 203 of the Act; or
  - (j) he is removed by Ordinary Resolution of the Company before the expiry of his period of office; or
  - (k) if by a notice in writing to the Company, he resigns his office; 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.

- (2) Notwithstanding anything contained in sub-clause (c), (d) and (i) thereof, the disqualification referred to in these clause shall not take effect-
    - (a) for thirty days from the date of the adjudication, sentence or order,
    - (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, or
    - (c) Where within the seven days aforesaid any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order and the the appeal or petition, of allowed, would appeal or petition is disposed of.
- 153.
- (a) 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.
  - (b) Special notice as provided by Article 111 or Section 190 of the Act shall be required 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.
  - (c) On receipt of notice of a Resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on he Resolution at the meeting.
  - (d) Where a 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 request their notification to members of the Company, the Company shall, unless the representations received by it to do, (i) in the notice of the resolution given to members of the Company state the fact of the representations having been made and (ii) send a copy of the representation to every member of the Company to whom the notice of the meeting is sent (before or after the representations) by the Company if a copy of the representations is not sent as aforesaid because of the Company's default, the Director may (without prejudice) to his right to be heard orally) require that the representations shall be read out at the meeting, provided that copies of the representations need not be sent or read out at meeting if on the application either of the Company or of any other person who claims to be

aggrieved, the Company Law Board is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter.

- (e) A vacancy create removal of a Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board in pursuance of Article 146 or Section 262 of the Act, be filled by the appointment of another Director in his stead by the meeting at which he is removed; provided special notice of the intended appointment has been given. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid.
- (f) If the vacancy is not filled under sub-clause (e), it may be filled as a casual vacancy in accordance with the provisions in so far as they are applicable to Article 139 and all the provisions of that Article shall apply accordingly.
- (g) A Director who is removed from office under this Article shall not be re-appointed as a Director by the Board of Directors.
- (h) Nothing contained in this Article shall be taken.
  - (i) as depriving a person removed hereunder of any compensation or damages payable to him in respect of the termination of his appoint as Director; or
  - (ii) as derogating from any power to remove a Director which may exist apart from this Article.

154. Subject to compliance with the provisions, if any, of the Act and save as therein provided no Director shall be disqualified by his office from holding any office or place of profit under the Company or under any Company in which this Company shall be a shareholder or otherwise interested, or from contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract or any 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 shall be liable to account to the Company for profit arising from any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established.

155. (1) If so required by any of the provisions of the Act, 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.



(2) (a) In case of a proposed contract or arrangement, the disclosure required to be made by a Director under Clause (1) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration or if the Director was not, at the date of that meeting, concerned or interested in the proposed contract or arrangement at the first meeting of the Board held after he be so concerned or interested.

(b) In the case of any other contract or arrangement the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.

(3) (a) For the purpose of clause (1) and Clause (2), a general notice given to the Board by a Director to the effect that he is a Director or a member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of notice, be entered into with that body corporate or firm, shall be deemed to be sufficient disclosure or concern or interest in relation to any contract or arrangement so made.

(b) Any such general notice, shall expire at the end of the financial year, in which it is given, but may be renewed for a 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 authorized

(c) No such general notice, and no renewal thereof shall effect unless either it is given at a meeting of the Board, or the Director concerned takes responsible steps to secure that it is brought up and read at the first meeting of the Board after it is given.

(4) Nothing in this Article shall apply to any contract or arrangement entered to be entered into between the Company and any other Company where any one or more of the Directors of the Company together holds or hold not more than two percent of the paid up share capital in the other Company.

156. (1) A Director or his relative a firm in which such Director or relative is a partner any other partner in such firm, or a private Company of which the Director is a member or Director, may enter into contract with the Company for the sale, purchase or supply of any goods, materials or services or for underwriting the subscription of any share in or debenture of, the Company provided that the sanction of the Board is obtained before or within three months of the date on which the contract is entered into, in accordance with section 297 of the Act.

(2) No Sanction however shall be necessary for ;

- (a) any purchase of goods and material from the Company, or the sale of goods, or material, to the Company, by which any such Director, relative, firm, partner or private company as aforesaid for cash at prevailing market prices ; or
- (b) any contract or contracts between the Company on one side any such Director, relative, firm, partner or private Company on the other for sale, purchase or supply of any goods, materials and services in which either the Company or other Director, relative, firm, partner, or private Company, as the case may be, regularly trade or does business provided, however, that the value of the goods and materials or the cost of such services do not exceed Rs.5000/- in the aggregate in any year comprised in the period of the contract or contracts.

Provided that in circumstances of urgent necessity a Director, relative, firm, partner or private company as aforesaid, may, without obtaining the consent of the Board, enter into any such contract with the Company, for such purchase or supply of any goods, materials, or services even if the value of such goods or materials or the cost of such services exceeds Rs.5000/- in the aggregate in any year comprised in the period of the contract if the consent of the Board shall be obtained at a meeting within three months of the date on which the contract was entered into.

157. No Director shall as a Director, take any part in the discussion of, or vote, on, any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void.

Provided however that nothing herein contained shall apply to,

- (a) any contract or indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company ;
- (b) any contract or arrangement entered into or to be entered into with a public company or a private Company which is a subsidiary of a public company in which the interest of the Director consists solely.
  - (i) in his being,
    - (a) a director of such Company, and
    - (b) the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a director thereof, he having been nominated as such director by the Company; or

- (11) in his being a member holding not more than two percent of its paid-up share capital.

158. (1) The Company shall keep one or more registers in accordance with Section 301 of the Act and shall within the time specified under therein such other particulars of all contracts or arrangements to which Section 297 or section 299 of the Act applies including the following particulars to the extent they are applicable in each case, namely -

- (a) the date of the contract or arrangement;
- (b) the names of the parties thereto;
- (c) the principal terms and conditions thereof;
- (d) the date on which it was placed before the Board in the case of the contract to which Section 297 applies or in the case of a contract or arrangement to which sub-section (2) of Section 299 applies;
- (e) the names of the Directors voting for the against the contract or arrangement and the names of those remaining neutral.

(2) Particulars of every such contract or arrangement to which Section 297 or as the case may be, sub-section (2) of Section 299 applies, shall be entered in the relevant register aforesaid.

- (a) in the case of contract or arrangement requiring the Board's approval, within seven days (exclusive of Public holidays) of the meeting of the Board at which the contract or arrangement is approved;
- (b) in the case of any other contract or arrangement within seven days of the receipt at the Registered Office of the Company of the particulars of such other contract or arrangement.

(3) The Register aforesaid shall also specify in relation to each Director of the Company the names of the firms and bodies corporate of which notice has been given by him under section 299(3) of the Act.

(4) The Register shall be kept at the Registered Office of the Company and shall be open to inspection at such office and extracts may be taken therefrom and copies thereof may be required by any member of the Company to the same extent, in the same manner and on payment of the same fee as in the case of the Register of Members of the Company and the provision of Section 163 of the Act shall apply accordingly.

159. A Director be or become a director of any company promoted by the Company or in which it may be interested as a vendor, Shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder or such company.

160. Not less than two-thirds of the total number of Director shall (a) be persons whose period of the office is liable to determinatic by retirement of Director by rotation and (b) Save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.

161. (1) At every Annual General Meeting of the Company one-third of such of the Directors for the time being as not liable to retire by rotation or if their number is not three or a multiple of three the number nearest to one-third, shall retire from office.

(2) In these Articles a "Retiring Director" means a Director retiring by rotation.

162. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between those who become Directors on the same day, those who are to retire shall, in default of the subject to any agreement amongst themselves be determined by lot.

163. A retiring Director shall be eligible for re-appointment.

164. (1) The Company may, at the General Meeting at which a Director retires in a manner aforesaid fill up the vacancy by appointing the Retiring Director or some other person thereto,

(2) If the place of Retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is public holiday, till the next succeeding day which is not a public holiday, at the same time and place;

(3) If at the adjourned meeting also the place of the Retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the Retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless-

- (a) at the meeting of the previous meeting a Resolution for the re-appointment of such Director has been put to the meeting and lost;
- (b) the Retiring Director has, by a Notice in writing addressed to the Company or its Board expressed his unwillingness to be so re-appointed.
- (c) he is not qualified or is disqualified for appointment.
- (d) a resolution, whether Special or Ordinary, is required for his appointment or re-appointment by virtue of any provisions of the Act; or
- (e) the provision to sub-section (2) of Section 263 of the Act is applicable to the case.

165. Subject to the provision of the Act, the Company may, by ordinary resolution, from time to time, increase or reduce the number of Directors and may alter the qualifications for becoming a Director.

166. (1) No motion at any General Meeting shall be made for the appointment of two or more persons as Directors by a single Resolution unless resolution that it shall be so made, has been first agreed to by the Meeting without any vote being given against it.

(2) A Resolution moved in contravention of clause(1) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided where a resolution so moved is passed no provision for the automatic re-appointment of the Retiring Director in default of another appointment as hereinbefore provided shall apply.

(3) For the purpose of this Article, a motion for approving a person's appointment or for nominating a person for appointment, shall be treated as a motion for his appointment.

167. (1) No person, not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other member intending to propose him has, atleast fourteen days before the meeting, left at the office a notice in writing under his hand signifying his candidature for the office of a Director or the intention of such member to propose him as a Director for that office, as the case may be alongwith a deposit of five hundred rupees which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a Director.

(2) The Company shall inform its members of the candidature of a person for office of Director or the intention of a member to propose such person as a candidate for that office by serving individual notices on the members not less than seven days before the meeting. Provided that it shall not be necessary for the Company to serve notices upon the members as aforesaid if the Company advertises such candidature or intention not less than seven days before the Meeting in atleast two newspaper circulating in the place where the Registered Office is located, of which one is published in the English language and the other in the regional language of that place.

(3) Every person (other than a Director retiring by rotating or otherwise or a person who has left at the office a notice under section 257 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the company his consent in writing to act as a Director if appointed.

168. A person than-

(a) A Director re-appointed after retirement by rotation or immediately on the expiry of his term of office, or

(b) An additional or alternate director or a person filling casual vacancy in the office of a Director under section



262 of the Act, appointed as a Director or re-appointed as an additional or alternate Director immediately on the expiry of his term of office, or

- (c) A person named as a Director of the Company under its Article as first registered, shall not act as Director of the Company unless he was within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.

169. (1) Every Director (including a person deemed to be a Director by virtue of the Explanation to sub-section(1) of Section 303 of the Act), Managing Director, Manager or Secretary of the Company shall, within twenty days of his appointment to any of the above offices in any other body corporate, disclose to the Company the particulars relating to his office in the other body corporate, disclose to them, which are required to be specified under sub-section (1) of Section 303 of the Act.

(2) Every Director and every person deemed to be a Director of the Company by virtue of sub-section(10) of Section 307 of the Act, shall given notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the company to comply with the provisions of that Section.

170. (1) The Company shall keep at its Registered Office a Register containing the particulars of its Directors, Managers, Secretaries and other persons mentioned in Section 303 of the Act and shall send to the Registrar a Return containing the particulars specified in such Register, and shall otherwise comply with the provisions of the said section in all respects.

(2) The Company shall also keep at its Registered Office a Register in respect of the shares and/or debentures of the Company held by its Directors as required by section 307 of the Act, and shall otherwise comply with the provisions of the said Section in all respects.

#### MANAGING DIRECTOR/WHOLE-TIME DIRECTOR

171. (1) Any Director on the Board, whose name shall have been advised to the Board, by a letter in writing addressed to the Board by the Promoter(s) to be appointed as the Managing Director and/or whole-time Director(s) as the case may be, of the Company for such term not exceeding five years at a time to manage the affairs and business of the Company and the Promoter(s) may, from time to time require the Board to remove such Managing Director and/or whole-time Directors from office and appoint any other person(s) in his/their place and upon receipt of such intimation from the Promoter(s), the Board shall remove from office the Managing Director or whole-time Director, as the case may be, and appoint any other person or persons as the Managing Director and/or whole-time Director, Directors, as the case may be, in his or their place(s), whose name shall have been advised to the Board by the Promoter(s) for being appointed as Managing Director or Whole-time Director(s) as the case may be, shall be entitled to act as such forthwith upon receipt of the letter by the Company at its office

notwithstanding that the Board may appoint such person as Managing Director or Whole-time Director(s), as the case may be, at a meeting of the Board to be convened after the receipt of such intimation.

(2) Subject to the provisions of the Act and approvals of any authority required under any law for the time being in force in India, the terms and conditions of the appointment of the Managing Director and/or whole time Director as the case may be, shall be such as have been set forth in the letter addressed to the Board by the Promoter(s) and in particular that the appointee shall be liable to be removed from office at any time before the expiry of his term, if so desired by the Promoters.

(3) The powers and authorities to be exercised by the Managing Director and the whole-time Director(s), shall be such as may be specified by the Promoters in its/their letter addressed to the Board and the Board shall take all such steps as may be necessary to delegate the powers to the Managing Director and/or whole time Director(s), as the case may be, in conformity with the intimation given in that letter addressed by the Promoters' Nominee.

172. Subject to the provisions of the Act and if no name for the appointment of the Managing Director and/or whole time Director(s) shall have been intimated by the Promoter(s) under the provisions of the preceding Article or if the Promoter shall so inform, the Board may, from time to time, appoint one or more of their body to be Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

173. Subject to the provisions of the Act and these Articles, the Managing Director of the whole-time Director shall not while he continues to hold that office, be subject to retirement by rotation. He shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or whole-time Director, as the case may be, if he ceases to hold the office of Director for any reason.

PROVIDED THAT if at any time the total number of Directors (including Managing Director and whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total number of Directors for the time being, then such of the Managing Directors or whole-time Directors or two or more of them as the Directors may from time to time determine shall be liable to retirement by rotation in accordance with the provisions of these Articles to the intent that the total number of Directors not liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being.

174. The remuneration of the Managing Director or whole-time Director shall, subject to Section 309 and other applicable provisions of the Act

bonds or any other security, debentures, Railway Receipts, way bills, consignment notes, lorry receipts, bills of lading, and all other negotiable or transferable instruments and receipt signed by the Managing Director for any moneys, goods or property in the usual course of business of the company or for any moneys goods or property lent to payable or belonging to the Company shall be effectual discharge on behalf of and against Company for the moneys, goods or property which in such receipts shall be acknowledged to be received, and the person paying any such moneys, etc., shall not be bound to see to the application or be answerable for any misapplication thereof;

- (c) to commence, institute, conduct, defend or abandon any action or legal proceedings by or against the Company and shall have for such purposes, power to sign and verify all plaints, written statements, petitions, appeals, declarations, revisions and the applications and shall have power to refer any claims by or against the Company to arbitration and to perform, observe and challenge the awards.

(3) The Managing Director may delegate all or any of his powers to such other Directors, Managers, Agents or other persons as he may think fit and shall have power to grant to any such person such power-of-attorney as he may deem expedient and also to revoke such power at pleasure.

176. (1) The Managing Director shall not exercise the powers-

- (a) to make calls on shareholders in respect of money unpaid on their shares in the company; and
- (b) to issue debentures.
- (2) Except to the extent mentioned in resolution passed at the Board Meeting under Section 292 of the Act, the Managing Director shall also not exercise the powers to-
  - (a) borrow moneys;
  - (b) invest the funds of the Company; and
  - (c) make loans.

177. A person shall not be appointed or employed as the Managing Director or Whole-time Director of the Company, or his appointment or employment as the Managing Director or Whole-Time Director shall not be continue if he-

- (a) is an undischarged insolvent, or has at any time been adjudged an insolvent;

and of these Articles and of any contract between him and the Company, be fixed by the Directors, from time to time, and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by fee for each meeting of the Board or by and/or all these modes or any other mode not expressly prohibited by the Act.

175. (1) Subject to the superintendence control and direction of the Board, the day to day management of the Company shall be in the hands of the Managing Directors and the whole-time Director(s) appointed under these Articles with power to the Board to distribute such day to day management functions among such Director(s) in any manner as deemed fit by the Board and subject to the provisions of the Act and these Articles the Board may by resolution vest any such Managing or whole-time Director or Directors such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as the Board may determine and the Board may, subject to the provisions of the Act and these Articles, confer such powers either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and may from the time to revoke, withdraw, alter or vary all or any of such powers.

(2) Subject to the provisions of the Act and subject to the general control, superintendence and directions of the Board, the Managing Director shall have powers on behalf of the Company.

(a) to make all sales and purchases and to enter into all contracts and agreements as he thinks proper for the purposes of the Company, execute and sign all dividends warrants and all the documents, instruments, declarations, statements, affidavits, applications, receipts releases discharges and papers, on behalf of the Company and to do all other acts, deeds and things, as usual desirable or expedient in the management of the affairs, purposes and business of the company and in carrying out its objects and shall have the power to appoint and employ in and for the purpose of the transactions and management of the affairs of the Company or otherwise for the purposes thereof such managers, officers, bankers, secretaries, brokers, exports, engineers, contractors, assistants, laborers, clerks, peon and other servants, persons or employees as he shall think proper with such cores and duties and upon such terms as to duration of employment, remuneration or otherwise as he shall think fit and from time to time to remove, suspend or dismiss him or them and appoint other or others of them as he thinks fit and to engage or appoint advocates, legal advisers, chartered accountants or other professional and technical persons on such terms as he considered appropriate for the business or affairs of the company.

(b) to borrow, make payments, receive and accept monies and to draw, sign, accept, endorse and negotiate on behalf of the Company all bills of exchange, promissory notes, hundies, cheques, drafts, government promissory notes, loans or



182. A Director may at any time and the Secretary upon the request of a Director made at any time shall convene a meeting of the Board of Directors by giving a notice in writing to every Directors for the time being in India and at his usual address in India to every other Directors notice may be given by telegram to any Director who is not in the State.

183. (a) Subject to the provisions of Section 287 of the Act the quorum for a meeting of the Board of Directors shall be one-third of its 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, if one has been appointed, unless he has stated his inability to attend the meeting PROVIDED that where at any time the number of interested Directors at any time exceeds or is equal to two-third of the total strength, the number of 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 quorum during such time.

(b) For the purpose of clause(a)-

(i) "Total Strength" of the Board shall be determined in the pursuance of the Act after deducting therefrom the number of Directors, if any, whose places may be vacant at the time; and

(ii) "Interested Director" means any Director whose presence cannot by reason of any other provisions in the Act count for the purpose of forming a quorum of a meeting of the Board at the time of the discussion or vote on any matter.

184. If a meeting of the Board could not be held for want of quorum then the meeting shall stand adjourned and to such other date, time and place as the Director or Directors present at the meeting may decide.

185. Chairman and Vice-Chairman of the Board shall be nominated by the Promoter(s) by a letter addressed by the Promoter(s). If at any meeting; the Chairman is not present within 15 minutes after the time appointed for holding the same, the Vice-Chairman shall preside over the meeting. If neither the Chairman nor the Vice-Chairman is present at any meeting of the Board within 15 minutes after the time appointed for holding the same, the meeting shall be adjourned at such time and on such date as may be transacted at any meeting of the Board if either the chairman or the vice-chairman is not present at such meeting.

186. Subject to the provisions of Section 316(2), 372(5) and 386(2) of the Act, questions arising at any meeting off the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

187. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of its authorities, powers and discretions which by or under the Act or these Articles or the



- (b) suspends, or has at any time suspended payment to his creditors or makes or has at any time made a composition with them; or
- (c) is, or has at any time been convicted by a court of an offence involving moral turpitude.

#### GENERAL MANAGER

178. (1) The Directors may from time to time appoint a duly qualified person to be the General Manager of the Company, or by any other designation as they shall deem fit; and on such terms and conditions as they shall deem fit and may from time to time suspend, remove or dismiss him from office and appoint another in his place.

(2) Subject to the provisions of the Act and these Articles, the Directors, may delegate to the General Manager such powers and entrust him with such duties as they may deem fit from time to time and revoke, cancel, alter or modify the same.

(3) The remuneration of the General Manager shall be such as may be determined by the directors from time to time.

#### SECRETARY

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

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

(3) The remuneration of the Secretary shall be such as may be determined by the Directors from time to time.

#### PROCEEDING OF THE BOARD OF DIRECTORS

180. The Directors may meet together as a Board for the dispatch of business from time to time and shall so meet atleast once in every three months and atleast four such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meeting as they think fit.

181. (1) Notice of every meeting of the Board 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.

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thereof in books kept for that purpose with their pages consecutively numbered.

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

(3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(4) The minutes of each meeting shall contain a fair and correct summary of the proceedings hereat;

(5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.

(6) The minutes shall also contain details of-

- (a) the names of the Directors present at the meeting;
- (b) all orders made by the Board and Committee of the Board;
- (c) all resolutions and proceedings of meeting of the Board;
- (d) in the case of each resolution passed at the meeting, the names of the Directors if any, dissenting from or concurring in the resolution.

(7) Nothing contained in Clause(1) to (6) 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 proceeding; or
- (c) is detrimental to the interests of the Company, .

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

#### POWERS OF THE BOARD

193. The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting, subject nevertheless to these Articles or to the provisions of the Act, or any other law and to such regulation (being not inconsistent with these Articles or the aforesaid provisions), as may be prescribed

regulations for the time being of the Company are vested in or exercisable by the Board generally.

188. (1) The Board may subject to the provisions of Section 292 and other relevant provisions of the Act and of these Articles appoint committees of the Board, and delegate any of the powers, other than the powers to make calls and to issue debentures, to such committee or committees and may from time to time revoke and discharge any such committees either wholly or in part and either as to the person or purposes but every committee so formed shall in exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board.

(2) The quorum for a meeting of the Committee shall be two persons present in persons.

189. The meeting and proceedings of any such committee of the Board shall be governed by the provisions herein contained for regulating meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superceded by any regulations made by the Board under the last preceding article.

190. (1) A resolution passed by circular without a meeting of the Board or of a Committee shall, subject to the provisions of clause(2) hereof and the Act, be as valid and effectual as a resolution duly passed at a meeting of the Board or of a Committee duly called and held.

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

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

PROVIDED nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

192. (1) The Company shall cause minutes of all proceedings of every meeting of the Board or of every committee of the Board to be kept by making within thirty days of the conclusion of every such meeting entire

by or against the Company and to refer any difference to arbitration either according to Indian Law or according to foreign law and either in India or abroad and observe and perform or challenge any award made thereon;

(9) to act on behalf of the company in all matters relating to bankrupts and insolvents;

(10) to make and give receipts, release and other discharge for moneys payable to the Company and for the claims and demands of the Company.

(11) subject to the provisions of Section 292, 293(1), 295, 370, 372 and 373 of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such security (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name;

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

(13) to 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, whether by way of a resolution of the Board or by way of a power of attorney or otherwise;

(14) to distribute by way of bonus amongst the staff of the company as a share or shares on the profits of the company, and to give to any office or other person employed by the company a commission on the profits of any particular business or transaction, and to charge such bonus or commission as a part of working expenses of the company.

(15) to provide for the welfare of Directors or ex-Directors or employees or ex-employees of the company and wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or by grants of money, pensions, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contribution to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places or instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and, subject to the provisions of the Section 293(1)(e) of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or

by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

194. Without prejudice to the general powers conferred by Articles 195 and so as not in any way to limit or restrict these powers and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Articles, it is hereby declared that the Directors shall have the following powers;

- (1) to pay the costs, charges and expenses preliminary and incidental to the formation, promotion, establishment and registration of the Company;
- (2) to pay out of the capital and charge to the Capital account of the Company and commission or interest lawfully payable thereout under Section 76 and 208 of the Act;
- (3) subject to section 292 and 297 of the Act to purchase or otherwise acquire for the Company any property, rights, or privileges which as authorized to acquired at or for such price or consideration and generally on such terms and conditions as they may think fit and in such purchase or other acquisition accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
- (4) at their discretion and subject to the provisions of the Act, to pay for any property, rights or privileges by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid up or for 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 specially charged upon all or any part of the property of the Company and its uncalled capital or so charged.
- (5) to secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit;
- (6) to accept from any member, so far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;
- (7) appoint any person to accept and hold in trust, for the Company property belonging to the company, or in which it is interested or for any other purposes and to execute and 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 proceeding by or against the Company or its officer, or otherwise concerning the affair of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands



objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or the public and general utility or otherwise;

(16) before recommending dividend subject to the provisions of Section 205 of the Act, to set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation fund, or to insurance fund, or as a reserve fund or sinking fund or any special fund to meet contingencies or to repay debentures or debenture stock or for special dividends or for equalizing dividends or for repairing, improving, extending, and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in their absolute discretion think conducive to the interest of the Company, and subject to Section 292 of the Act, invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than share of this company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expand all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion think conducive to the interests of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expanded; and to divide the reserve fund into such special funds as the Board may think fit; with full power to transfer the whole or any portion of a reserve fund or divisions of a reserve fund to another reserve fund and/or division or a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in purchase or repayment of debenture stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, not exceeding nine per cent per annum.

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

(18) to comply with the requirement of any local law which in their opinion it would in the interest of the Company be necessary or expedient to comply with;

(19) from time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified

locality in India or elsewhere and to appoint any person to be member of such Local Boards, and to fix their remuneration;

(20) subject to Section 292 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow moneys; and to authorize the members for the time being of any such local Board, or them to fill up any vacancies therein and to act notwithstanding vacancies, and such appointment or delegation may be made on such terms and conditions the Board may think fit, and the Board may at any time remove any person so appointed, and may annual of every such delegation;

(21) at any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow moneys) and for such period and subject to such condition as the Board may from time to time think fit, and any such appointments may (if the Board may 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 or persons whether nominated directly or indirectly by the Board and any powers of attorney may contain such powers for the protection of convenience for dealing with such attorneys as the Board may think fit, and may contain power enabling any such delegated. Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;

(22) subject to Section 294, 297 and 300 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the company as they may consider expedient;

(23) from time to time to make, vary and repeal rules for the regulations of the business of the Company, its officers and servants;

(24) to effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.

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

- (a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking of the whole, or substantially the whole, of any such undertaking;

- (b) remit, or give time for the repayment of, any debt due by a Director;
- (c) invest, otherwise than in trust, securities, the amount of compensation received by the company in respect of the compulsory acquisition of any such undertaking as is referred to in Clause (a), or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after considerably time;
- (d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose;
- (e) contribute to charitable and other funds not directly relating to the business of the company or the welfare of its employees and amount the aggregate of which will in any financial year, exceeding fifty thousand rupees, or five per cent of its average net profits as determined in accordance with the provisions of Section 349 and 350 during the three financial years immediately preceding whichever is greater.

PROVIDED further that the power specified in Section 292 of the Act shall, subject to these Articles, be exercised only at meetings of the Board, unless the same be delegated to the extent therein stated.

#### THE SEAL

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

(2) The Seal shall not be affixed to any instrument except by the authority of the Board or a Committee of the Board, previously given and in the presence of at least two Directors of the Company and countersigned by the Secretary or any other officer specifically authorized in this behalf who shall sign every instrument to which the Seal is affixed.

(3) Debentures may be signed by Directors whose signature, subject to such regulations as may be prescribed by the Board for the purpose, may be reproduced and affixed by mechanical means.

(4) Any instrument bearing the Seal of the company and issued for valuable consideration shall be binding on the Company

notwithstanding irregularity touching the authority of the Board or issue of the same..

(5) The certificates of share or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Issue of Share Certificate) Rules, 1960, and their statutory modifications for the time being in force.

(6) The Company shall also be at liberty to have an official seal in accordance with section 50 of the Act for use in any territory, district or place outside India.

#### DIVIDENDS

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

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

(3) That any amount paid up in advance of calls or any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profit.

198. The Company in General Meeting may declare dividends to be paid to members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 207 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.

199. No dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Section 205 of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both provide that :-

- (a) if the Company has not provided for depreciation for any previous financial year or years, it shall before declaring or paying dividend for any financial year, provide for such depreciation out of the profits or any other previous financial year or years;
- (b) if the Company has incurred any loss in any previous financial year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for which the



dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both cases after providing depreciation in accordance with the provisions of Section 205, of the Act, or against both.

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

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

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

203. The Board may retain the dividend payable upon shares in respect of which any person under Article has become entitled to be a member, or any person under that article is entitled to transfer, until such person become a members, in respect of such shares or duly transfer the same.

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

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

206. (1) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant payable only in India, by a pay-slip or receipt having the force of a cheque or warrant sent through post direct to the registered of the member or person entitled to the payment of the dividend or in case of joint holders to the registered office of that one of the members who is first named on the register of Members in respect of the joint holding or to such person and to such address as the holder or the joint holder may in writing direct.

(2) Every cheque or warrant shall be crossed and made payable to the order of person to whom it is sent.

(3) The company shall not be liable or responsible for any cheque or warrant or pay-slip or receipt lost in transmission or for dividend lost, to the member or person entitled thereto by forged endorsement or any cheque or warrant or forged signature on any pay-slip or receipt or the fraudulent recovery of the dividend by any other means.



207. No unclaimed dividend shall be forfeited by the Board and the Company shall comply with the provision of the Section 205 (A) of the Act in respect such dividend.

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

209. Notice of the Declaration of any dividend, whether interim or otherwise, shall be given to the registered holder of share in the manner herein provided.

210. The Company shall pay the dividend or send the warrant in respect thereof to the share holder entitled to the payment of dividend, within forty two days from the date of declaration unless;

- (a) where the dividend could not be paid by reason of the operation of any law;
- (b) where the share holder has given directions regarding the payment of the dividend and those directions cannot be complied with;
- (c) where there is a dispute regarding the right to receive the dividend;
- (d) where the dividend has been lawfully adjusted by the Company against any sum due to it from the share holders or;
- (e) where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default or the part of the Company.

211. Dividends unclaimed until transferred to the unpaid dividend account of the Company as aforesaid may be invested or otherwise used by the board of Directors for the benefit of the Company until claimed or so transferred.

212. (a) where the dividend has been declared but not paid but the warrant in respect thereof has not been posted, within 42 days from the date of declaration to any share holder entitled to the payment thereof, the Company shall within 7 days from the date of expiry of the said period of 42 days transfer the total amount of dividend which remains unpaid or in relation to which no dividend has been posted within the said period of 42 days to a special account to opened by the Company in that behalf in any Scheduled Bank, to be

called 'unpaid dividend' account of VENLON POLYESTER FILM LIMITED.

- (b) any money transferred to the unpaid dividend account of the Company in pursuance of Clause(a) hereof which remains unpaid or unclaimed for a period of three years from the date of which transfer, shall be transferred by the company to the GENERAL REVENUE ACCOUNT of the Central Government;
- (c) the Company shall when making any transfer under clause(b) hereof to the General Revenue Account of the Central Government any unpaid or unclaimed dividend furnish to such office as the Central Government may appoint in this behalf a Statement in the prescribed form setting forth the respect of all sums included in such transfer, the nature of the sums, the names and last known addresses of the persons entitled to receive the sum, the amount to which each person is entitled to receive the sum, the amount to which each person is entitled to receive the sum, the amount to which each person is entitled and the nature of his claim thereof and such other particulars as may be prescribed.

213. Any General Meeting declaring a dividend may, on the recommendations of the Directors, make a call on the members of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the company and the members be set off against the call.

214. No unpaid dividend shall bear interest as against the Company.

#### CAPITALIZATION

215. (1) The Company in General Meeting may, upon the recommendations of the Board, resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Account, or in the hands of the company and available for dividend (or representing premium received on the issue of shares or debentures and standing to the credit of the Share Premium Account) be capitalised and distributed amongst such of the Members as would be entitled to receive the same if distributed by way of dividend and in the same proportions, on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such Members in paying up in full either at part or at such premium as the resolution may provide, any unissued shares of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or partly in one way and partly in the other, and that such distribution or payment shall be accepted by such Members in full satisfaction of their interest in the said capitalised sum.

(2) A General Meeting may resolve that any surplus moneys arising from the realisation of any capital assets of the Company or any investments representing the same, or any other undistributed profits of the Company not subject to charge for income-tax be distributed among the Members on the footing that they receive the same as capital.

(3) The Board shall give effect to the resolution passed as aforesaid and for that purpose the Board may settle any difficult which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that such cash payments shall be made to any Members upon the footing of the value so fixed or that fraction of less value than Rs. 10/- may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalised funds as may seem expedient to the Board. Where requisite, a proper contract shall be delivered to the Registrar for registration in accordance with Section 75 of the Act, and the Board may appoint any person to sign to the dividend or capitalised fund, and such appointment shall be effective.

216. (1) Whenever such a resolution as aforesaid shall have been passed the Board shall :-

(a) make all appropriations of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, and

(b) generally do all acts and things required to give effect thereto.

(2) The Board shall have full power :-

(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in the case of shares becoming distributable in fractions; and also

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

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

(4) That for the purpose of giving effect to any resolution, under the preceding clause of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distributions of new equity shares and fractional certificates as they think fit.

#### ACCOUNTS

217. (1) The company shall keep at the office or at such other place in India as the Board thinks fit, proper books of accounts, in accordance with Section 209 of the Act with respect to :-

- (a) all sums of money received and spend by the Company and the matters in respect of which the receipts and expenditure take place;
- (b) the assets and liabilities of the Company;
- (c) all sales and purchases of goods by the Company.
- (d) The books of accounts shall include particulars relating to the utilisation of material, labour or other items of cost if the Central Government requires the Company to do so.

(2) Where the Board decides to keep all or any of the books of accounts at any place other than the office of the Company, 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. The books of accounts and other books and papers shall be open to also be open to inspection by the Registrar or by any office of Government authorised by the Central Government in this behalf if in the opinion of the Registrar or such officer sufficient cause exists for the inspection of the books of accounts.

(3) The Company shall preserve in good order the books of accounts relating to a period of not less than eight years preceding the current year together with the vouchers relevant to entries in such books of accounts.

(4) When the company has a branch office; whether in/or outside India, the Company shall be deemed to have complied with this Article if proper books of Accounts relating to the transactions effected at the branch office are kept at the branch office and proper summarised returns, made upto dates at intervals of not more than three months, are sent by the branch office to the Company at its registered office or other place in India, at which the Company's books of accounts are kept as aforesaid.

(5) The books of accounts shall give a true and fair view of the state of the affairs of the Company or branch office, as the case may be, and explain its transactions.

218. The Board of Directors shall from time to time determine whether and to what extent and at what times and place 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 Members not being a Director, shall have any right of inspecting any account or document of the Company except as conferred by law, or authorised by the Board of Directors or by the Company in General Meeting.

219. The Board of Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid at the General Meeting of the Company a Profit and Loss Account and a Balance Sheet, containing a summary of Property and Assets and of the capital and liabilities of the Company, made up to a date not earlier than the date of the meeting by more than six months or such extended period as may be permitted under the Act.

220. The Profit and Loss Account of the Company shall give a true and fair view of the Profit and Loss of the Company for the financial year and shall comply with the requirements of Part II of Schedule VI of the Act, so far as they are applicable thereto.

221. (1) Every Balance Sheet laid before the Company in Annual General Meeting shall be accompanied by a Report of the Board of Directors as to the state of the Company's affairs and as to the amounts, if any, which it proposes to carry to any reserves in such Balance Sheet and the amount, if any, which it recommends should be paid by way of dividend and material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company for which the Balance relates and date of the report.

The Report shall also contain such other particulars, and information as may be required under the provision of Section 217 of the Companies Act 1956, as amended from time to time.

(2) The Board's Report shall, so far as is material for the appreciation of the state of the Company's affairs by its members and is not in the Board's opinion harmful to the business of the Company, deal with any changes which have occurred during the financial year in the nature of the Company business and generally in the classes of business in which the Company has an interest.

(3) The Board shall also give the fullest information and explanations in its Report aforesaid, or in an addendum to the Report on every reservation, qualification or adverse remark contained in the Auditor's Report.

(4) The Board's Report and any addendum thereto shall be signed by not less than two Directors or by the Chairman of the Board of Directors if authorised in that behalf by the Board.



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(5) The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Clauses (1) to (3) of this Article are complied with.

222. (1) The Profit and Loss Account and Balance Sheet shall be signed by two Directors and by the General Manager or Manager or Secretary or Chief Accountant, if any, of the Company, provided that if there is only one Director present in India at the time or that the other Directors are not available for any reason, the Profit and Loss Account and Balance Sheet shall be signed by such Director but in such a case there shall be sub-joined to the Profit and Loss Account and Balance Sheet a statement signed by such Director explaining the reason for non-compliance with the aforesaid provision requiring the signature of two Directors.

(2) The Profit and Loss Account and Balance Sheet shall be audited by the Auditor and the Auditor's Report (including the Auditor's separate, special or supplementary report, if any) shall be attached thereto, and such Report shall be read before the Company in General Meeting and shall be open to inspection by any Member.

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

#### AUDIT

224. Once at least in every year the accounts of the Company shall be examined, and the correctness of the Profit and Loss Account and Balance Sheet ascertained by an Auditor or Auditors.

225. (1) The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company; and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

(2) The Company may, at a General Meeting, remove any such Auditor or all of such Auditors and appoint in his or their place any other person or persons, who have been nominated for appointment by any Members of the Company and of whose nomination notice has been given to the Members of the Company not less than fourteen days before the date of the meeting.

(3) If the Board fails to exercise its power under this Article, the Company may in General Meeting appoint the first Auditor or Auditors.

226. (1) The Company shall, at each Annual General Meeting, appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting and shall within seven days of the appointment give intimation thereof to every Auditor so appointed, unless he is a retiring Auditor.

(2) Every Auditor so appointed, unless he is a retiring Auditor, shall within thirty days of the receipt from the Company of the intimation of his appointment, inform the Registrar in writing that he has accepted or refused to accept the appointment.

- (a) he is or they are not qualified for appointment;
- (b) he has or they have given to the Company notice in writing of his or their unwillingness to be reappointed;
- (c) a resolution has been passed at that meeting appointing somebody instead of him or them or providing expressly that he or they shall not be re-appointed; or
- (d) where notice has been given of an intended resolution to appoint some other person or persons in the place of a retiring Auditor or Auditors, and by reason of the death, incapacity or disqualification of that person or of all those persons, or winding up in case of Company, or firm or other body corporate, as the case may be the resolution cannot be proceeded with.

(4) Where at an Annual General Meeting, no auditors are appointed or re-appointed, the Central Government may appoint a person to fill the vacancy.

(5) The Company shall, within seven days of the Central Government's power as aforesaid becoming exercisable, give notice of that fact to the Government.

(6) The Board may fill any casual vacancy in the office of an Auditor or Auditors, but whilst any such vacancy continues, the remaining Auditor or Auditors, if any, may act. Provided that where such vacancy is caused by the resignation of an Auditor or Auditors, the vacancy shall only be filled by the Company in General Meeting.

(7) Any Auditor or Auditors appointed in a casual vacancy shall hold office until the conclusion of the next Annual General Meeting.

(8) Any Auditor or Auditors appointed may be removed from office before the expiry of his or their term only by the Company in General Meeting, after obtaining the previous approval of the Central Government in that behalf.

(9) The remuneration of the Auditors of the Company in the case of an Auditor appointed by the Board or the Central Government, may be fixed by the Board or the Central Government, as the case may be.

In other cases, it shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine.

(10) If it is proposed to appoint as Auditor or Auditors a person or persons other than a retiring Auditor or Auditors, the provisions of Section 225 of the Act shall be complied with..

227. The qualifications and disqualifications of Auditors shall be those contained in Section 226 of the Act.

228. (1) Every Auditor or Auditors of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company, whether kept at the office of the Company or elsewhere, and shall be entitled to require from the Directors and officers of the Company such information and explanations as the Auditor or Auditors may think necessary for the purpose of his or their duties as Auditor or Auditors.

(2) The Auditor or Auditors shall make a report to the Members of the Company on the accounts examined by him or them and on every Balance Sheet and Profit and Loss Account and on every document declared by the Act to be part of or annexed to the Balance Sheet or Profit and Loss Account, which are laid before the Company in General Meeting during his or their tenure or office and the report shall state, whether, in his or their opinion and to the best of his or their information and according to the explanations given to him or them, the said accounts given the information required by the Act in the manner so required and give a true and fair view.

- (a) in the case of Balance Sheet, of the State of the Company's affairs as at the end of its financial year, and
- (b) in the case of the Profit and Loss Account, of the Profit and Loss for its financial year.
- (3) The report of the Auditor or Auditors shall also state
  - (a) Whether he or they has or have obtained all the information and explanations which to the best of his or their knowledge and belief were necessary for the purposes of the audit;
  - (b) Whether in his or their opinion, proper books of accounts as required by law have been kept by the Company so far as appears from his or their examination of those books and proper returns adequate for the purpose of his or their audit have been received from branches not visited by him or them.
  - (c) Whether the report on the accounts of any branch office audited under Section 228 of the Act by a person other than the Company's auditor has been forwarded to him or them as required by Clause(C) of sub-section (3) of that section and how he has or they have dealt with the same in preparing the Auditor's Report; and

- (d) Whether the Company's Balance Sheet and Profit and Loss Account dealt with by the Report are in general agreement with the books of accounts and returns.
- (4) Whether in respect of any of the matters referred to above, the answer of the Auditor or Auditors is in the negative or with a qualification, the Report of the Auditor or Auditors shall state the reason for the answer..
- (5) The accounts of the Company shall not be deemed as not having been, and the Auditor's Report shall not state that those accounts merely that the Company has not disclosed certain matters if :-
- (a) those matters are such as the Company is not required to disclose by virtue of any provisions contained in this or any other Act; and
- (b) those provisions are specified in the Balance Sheet and Profit and Loss Account of the Company.
- (6) The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any Member of the Company..

229. All notices of and other communications relating to, any General Meeting of the Company, which any Member of the company is entitled to have sent to him, shall also be forwarded to the Auditor or Auditors of the Company; and the Auditor or Auditors shall be entitled to attend any General Meeting and to be heard at any General Meeting which he or they attend on any part of the Business which concerns him or them as Auditor or Auditors.

230. Every Accounts of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the Account shall forthwith be corrected, and henceforth shall be conclusive, subject to the approval of the Company in General Meeting.

#### DOCUMENTS AND NOTICES

231. A document or notice may be served by the Company on any member thereof either personally or by sending it by post to him at his registered address in India, to the address, if any, within India supplied by him to the Company for serving document or notice on him.

232. Where a document or notice is sent by post :

- (a) service thereof shall be deemed to be effected by properly addressing, preparing and posting a letter containing the document or notice;  
Provided that where a member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by

registered post, with or without acknowledgment due, and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is in the manner intimated by the member; and

- (b) such services shall be deemed to have been effected.
  - (1) in the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted; and
  - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post;

233. A document or notice advertised in a newspaper circulating in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for serving of documents or the sending of notices to him.

234. A document or notice may be served by the Company on or to the joint-holders of a share by serving or giving it on or to the joint holder named first in the Register in respect of, the share.

235. A document or notice may be served by the Company on or to the person entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter, addressed to them by name or by title of representatives of the deceased, or assignees of the insolvent or by any like description, at the address, if any, in India supplied for the purpose by the person to be so entitled, or until such an address has been so supplied by serving the document or notice in any manner in which it might have been served if the death or insolvency had not occurred.

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

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

PROVIDED THAT when the notice of the meeting is given by advertising the same in newspaper circulating in the neighborhood of the office of the Company, pursuant to Article 234 a statement of material facts referred to in Article 100 need not be annexed to the notice, as it required by that Article, but it shall merely be mentioned in the



advertisement that the statement has been forwarded to the members of the company.

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

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

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

241. Save as otherwise expressly provided in the Act a document or proceeding requiring authentication by the Company may be signed by a Director, the Manager or Secretary or other authorised officer of the Company and need be under the Common Seal of the Company.

#### **POWER OF PROMOTERS TO GIVE DIRECTIVES AND OF CHAIRMAN TO RESERVE IMPORTANT DECISIONS FOR PROMOTERS**

242. Notwithstanding anything contained in any of those Articles, so long as the Promoter holds not less than 20% of the subscribed capital of the Company, the Promoter may, from time to time, issue to the Directors such directives as it may consider necessary in regard to the conduct of the business of the Company, and in like manner may vary and annual any such directive. The Directors shall give immediate effect to the directives so issued.

243. The Chairman shall reserve for the approval of the Promoter any proposals to or decisions of the Board of Directors in respect of any matter which in the opinion of the Chairman should be reserved for such approval on the ground that they are likely to affect the Promoter as the majority shareholder in the Company. No action shall be taken by the Company in respect of any proposals or decisions of the Board of Directors reserved for the approval of the Promoter and aforesaid until its approval for same has been obtained.

#### **WINDING UP**

244. (a) 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 or any part of the assets of the Company may be distributed as nearly as possible in the proportion of shares and the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up on the shares held by them respectively.

(b) If on the 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 or which ought to have been paid up on the shares held by them respectively.

(c) This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

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

(2) If though 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 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 or the contributories shall be determined upon; any contributory who would be prejudiced thereby shall have a right to dissent and have ancillary rights as if such determination were a special resolution passed pursuant to Section 494 of the Act.

(3) In case any shares to be divided as aforesaid involve a liability to calls or otherwise, any person entitled under such division to any of the said shares may within 10 days after passing of the special resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable, act accordingly.

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

#### INDEMNITY

247. (1) Save and except so far as the provisions of this Articles shall be avoided by Section 201 of the Act, the Board of Directors, Managing Director, Managers, Secretary and other officers or other employees for the time being of the Company, Auditor and the Trustees, if any, for the time being acting in relation to any of the affairs of the Company, and every one of the them and every one of their of heirs, executors and administrators, shall be indemnified and secured

harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, except such, if any, as they shall incur or sustain through or by their own willful neglect or default respectively.

(2) Save and except so far as the Provisions of the Article shall be avoided by Section 201 of the Act, none of them shall be

answerable for the acts, receipts, neglects or defaults of the other or others of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys, or effects belonging to the company shall or may be lodged deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the company shall be placed out of invested, or for any other laws, misfortune or damage which may happen in the execution of their respective offices or trust or in relation thereto, except when the same shall happen by or through their own willful neglect or fault respectively.

248. Subject to the provisions of Section 201 of the Act, no Director, Auditor or other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Director for on or behalf of the Company or for the insufficiency or in any security in or upon which any of the moneys of the Company shall be invested or for any loss or damages arising from the insolvency or tortorous act of any person, firm or Company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by error of judgment, omission, default or oversight on his part of for any other loss, damage or misfortune whatever which shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happen by or through his own willful neglect or default.

#### SECRECY

249. No member shall be entitled to required discovery of any information regarding any detail of the Company's business or any matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors it would be inexpedient in the interest of the Company to disclose.

250. Every Director, Officer and other Employees of the Company shall before entering upon his duties sign a declaration in the form set out hereunder or such other form as the Directors may from time to time direct.

DECLARATION OF FIDELITY AND SECRECY

I, \_\_\_\_\_  
on becoming a Director/Officer/Employee of the VENLON ENTERPRISES Limited,  
do solemnly and sincerely declare that I will faithfully perform the  
duties of Director/Officer/Employee and that I will, to the best of my  
ability, uphold the interest of the said Company and that I will observe  
strict secrecy respecting all transaction of the Company and that I will  
not directly or indirectly communicate or divulge any of the matters or  
any information which may come to my knowledge in the discharge of my  
duties as such Director/Officer/Employee except when required or  
authorised to do so by the Board/a Supervisor Authority or by law.

Place : \_\_\_\_\_

Date : \_\_\_\_\_

Signature : \_\_\_\_\_

251. No member or other person (no being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Directors or Managing Director or to require discovery of or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the company and which is in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

TRUE COPY OF SPECIAL RESOLUTION PASSED AT AN  
EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF COMPANY  
HELD ON 8TH JUNE, 1937

"RESOLUTION that pursuant to Section 3(1)(iii), Sec. 21, Sec. 31, Sec. 94(1)(a) & Sec. 94(1)(d) and any other provisions if applicable, of the Companies Act, 1956, as amended upto date the existing Articles of Association be and is hereby altered so as to modify, alter, delete, add, renumber or otherwise, the existing Articles from 2 to 97 as 2 to 252 as set out in a copy duly initiated by the Chairman for the purpose of identification be and the same is hereby approved and adopted as the Articles of Association of the Company in substitution for and to exclusion of the existing Articles from 2 to 97 of the existing Articles of Association of the Company".



We, the several persons whose names, addresses are subscribed 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 our respective names

Name, address, description, occupation & signature of the Subscribers	No. of shares taken by each Subscriber	Name, address, description, occupation & signature of Witnesses
<b>SHRI NANIK GURUMKHDAS ROHERA</b> S/o. Shri Gurmukhdas Radhomal Rohera 222, Maker Tower 'A' Cuffee Parade, Bombay - 400 005.  Business  Sd/-	One Share	<b>RADHAKRISHN MAKHIJA</b> S/o. SHRI PREMCHAND MAKHIJA Prop. M/s. MAKHIJA & ASSOCIATES Chartered Accountant 204, Rewa Chambers, 31, New Marine Lines, BOMBAY - 400 020.  Sd/-
<b>SMT. KAMALABEN NANIKARM ROHERA</b> W/o. Shri Nanikram Gurmukhdas Rohera 222, Maker Tower 'A' Cuffee Parade, Bombay - 400 005.  Business  Sd/-	One Share	
	Two Shares	

Bombay, Dated the 12th Day of October, 1983.