

THE COMPANIES ACT
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
SHREE PACETRONIX LIMITED

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

1. No regulations contained in Table A in the First Schedule to the Companies Act, 1956 shall apply to this company, but the regulations for the management of the Company and for the observance of the members thereof and their representatives shall subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of, or addition to its regulations by Special Resolution, as prescribed by the said Companies Act, 1956, be such as are contained in these Articles.

INTERPRETATION

Interpretation clause

2. In the interpretation of these Articles, unless repugnant to the subject or context :

“The Company” “this company”

“The Company” or “this Company” means **SHREE PACETRONIX LIMITED**.

“The Act”

“The Act” means “The Companies Act, 1956”, or any statutory modification or re-enactment thereof for the time being in force.

“Auditors”

“Auditors” means and includes those person appointed as such for the time being by the company.

“Board” or Board of Directors”.

“Board” or “Board of Directors” means Board of Directors of the Company duly constituted, consisting of the Directors collectively and also include a meeting of the Board’ duly called and constituted or as the case may be, the Directors assembled at the Board of Directors of the company collectively.

“Capital”

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

“Debenture”

Debentures” includes Debenture stock.

“Director”

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

“Dividend”

“Dividend” includes bonus.

“Gender”

Words importing the masculine gender also include the feminine gender.

“In writing”, and “written”

“In writing and Written” include printing, lithography and other modes of representing words in a visible form.

“Member”

“Member” or “Members” means the duly registered holders, from time to time, of the shares in the Company and includes the subscribers to the Memorandum of Association of the company.

“Meeting’ or “General Meeting”

“Meeting” or “General Meeting” means al Meeting of members.

“Annual General Meeting”

“Annual General Meeting” means a General Meeting held in accordance with the provisions of Section 166 read with Section 210 of the Act.

“Extra ordinary General Meeting”

“Extra-ordinary General Meeting” means an extra ordinary General meeting of the members duly called and constituted and any adjourned holding thereof.

“Month”

“Month” means a calendar month.

”Office”

“Office” means the Registered Office for the time being of the Company.

“Paid up”

“Paid-up” includes credited as paid-up.

“Person”

“Person” includes corporation as well as individuals.

“Register of Members”

“The Register of Members” means the Register of Members to be kept pursuant to section 150 of the Act.

“The Registrar”

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

“Secretary”

“Secretary” includes temporary or Assistant Secretary or person or persons appointed by the Board to perform any of the duties of a Secretary who shall also be duly qualified to work as such in accordance with the provisions of Section 2(45) of the Act, and the rules made there under.

“Seal”

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

“Share”

“Shares” means the shares or stocks into which the capital of the Company is divided and the interest corresponding with such charge or stocks except where a distinction between stocks and shares is expressed or implied.

“Singular” number

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

“Ordinary Resolution” and “Special Resolution”

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

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

Amount of Capital

3. The Authorised Share Capital of the Company is Rupees 5,00,00,000/- (Rs. Five Crore only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10/- (Rs. Ten) each.

Increase in Capital By the Company And how carried into effect

4. a) 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, Subject to the provisions of the Act, any share of original or increased capital be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation, hereof shall direct and if no direction be given, as the Directors shall determine and in particular such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Sections 87 and 88 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Director shall comply with the provision of Section 97 of the Act.

Commencement Of Business

- b) The business of the Company may be commenced as soon after the incorporation of the Company as the Directors shall think fit and notwithstanding that only parts of the shares have been allotted.

New Capital same as existing Capital

5. 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 instalments, forfeiture, lien surrender, transfer and transmission, voting or otherwise.

Redeemable Preference Shares

6. Subject to the provision of section 80A of the Act, the Company shall have the power to issue preference Shares which are liable to be redeemed at the option of the company and the resolution authoring such issue shall prescribe the manner, terms and conditions of redemption.

Provision to apply On issue of Redeemable Preference Share

7. On the issue of Preference Shares under the provisions of Article 6 hereof, the following provisions shall take effect:
 - a) No such shares shall be redeemed except out the profits of the Company which would otherwise be available for dividend or out of the proceeds of fresh issue of share 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 out of the profits of the Company or the Company's Share Premium Account before the Shares are redeemed.
 - d) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account" a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall except as provided in Section 80 of the Act, apply as if the Capital Redemption Reserve Account were paid up share capital of the Company.

Reduction of Capital

8. The Company may (subject to the proviso Section 78, 80 and 100 to 105, inclusive of the Act,) from time to time by special Resolution reduce its capital and any capital Redemption Reserve Account or share Premium Account in any manner for the time being authorised by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This article does not derogate from any power the Company would have if it were omitted.

Sub divisions Consolidation And cancellation.

9. Subject to the provision of Section 94 of the Act, the Company in General Meeting may from time to time, sub-divide or consolidate its shares or any of them subject as aforesaid the company in General Meeting may also cancel share which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

Modification of rights

10. Wherever the capital, by reason of the issue of Preference share or otherwise is divided into different classes of shares all or any of the rights and privileges attached to each class may be subject to the provision of Section 106 and 107 of the Act, be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class provided such agreement is rectified in writing by holders of at least three fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate General Meeting of the holders of shares of that class.

SHARES AND CERTIFICATES

Register and Index of members

- 11 The Company shall cause to be kept a Register and Index of members in accordance with Section 150 and 151 of the Act. The company shall be entitled to be kept in any State or country outside India a branch Register of Members resident in the State or country.

Shares to be numbered Progressively and no Share to be sub-divided.

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

Further Issue of Capital

13. a) 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 un-issued share capital or out of increased share capital, then such further shares shall be offered to the persons who at the date of the offer are holders of the equity shares in proportion, as nearly as circumstances admit, to the capital paid up on these shares at that date. Such offer shall be made by a notice to be approved by the stock Exchange and unless the exchange agrees to grant in all cases the right of remuneration to the shareholders specifying the number of shares offered and limiting a time not being less than thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined. After the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is sent if he declines to accept the shares offered, the Board may dispose of them in such manner as they think most beneficial to the company.
- b) Notwithstanding anything contained in the preceding sub-clause the Company may:
- (i) By a special resolution; or
 - (ii) Where no such special resolution is passed, if the votes cast (whether on a show of hands, or on a poll, as the case may be) in favour of the proposal contained in the resolution moved in that General Meeting (including the casting vote, if any, of the Chairman) by members, who being entitled to do so vote in person or where proxies are allowed, by proxies are allowed, by proxy, exceed the votes. If any, cast against the proposal by members so entitled to voting and satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to Company.
 - (iii) Offer further share to any person or persons, and such person or persons may or may not include the persons who at the date of the offer are the holders of the equity shares in the company.
- c) Notwithstanding anything contained in sub-clause (a) above, but subject however, to section 81(3) of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the company to convert such debentures or loans into shares, or to subscribe for shares in the Company.

Shares under Control of Directors

14. Subject to the provisions of these Article and of the act, the shares (including and shares forming part of any increased capital of the company) shall be under the control of the Board of Directors, who may allot or otherwise dispose off the same to such persons in such proportion on such terms and condition and such times as the Board of Directors think fit and subject to the sanction of the Company in General Meeting with full power, to give any person the option to call for or be allotted shares of any class of the Company either (subject to the provisions of Section 78 and 79 of the Act) at a premium or at par at a discount and such option being exercisable for such time and for such consideration as the Directors think fit. The Board shall cause to be filed the returns as to allotment provided for in section 75 of the Act.

Power also to Company in General Meeting to issue Shares

15. In addition to and without derogating from the powers for that purpose conferred on the board under Article 13, the company in General Meeting 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) shall be offered to such person (whether members or not) in such proportion and such terms and conditions and either (Subject to compliance with the provision of Section 78 and 79 of the Act) at a premium or at par or a discount 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 shares.

Acceptance of Shares

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

Deposit and call etc. to be a debt Payable Immediately.

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

Liability Of members

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

Shares Certificates

19.
 - a) Every member or allottee of shares shall be entitled, without payment, to receive one or more certificates in marketable lots specifying the name of the person in whose favour it is issued, the shares to which relates and the amount paid up thereon. Such certificates 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 if issued against letter of acceptance or of renunciation in case of issue of bonus shares. Every such certificates shall be issued under the seal of company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other persons appointed by the Board for this purpose, and two Directors or their attorneys and the Secretary or other person shall sign the share certificate provided that if the Composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a managing or a whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued indicating the date of issue.
 - b) Any two or more joint 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, may be delivered to any one of such joint owners on behalf of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupee One. The Company shall comply with the provision of Section 113 of the Act.
 - c) A Director may sign a share Certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithograph, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine equipment or other material used for this purpose.

Renewal of Shares Certificates.

20.
 - (a) No certificate of any share or share shall be issued either in exchange for those which are subdivided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out of 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.

- (b) The company will not charge any fees exceeding those which may be agreed upon with the Stock Exchange :
 - i) For issues of certificates in replacement of those that are torn defaced, lost or destroyed.
 - ii) For sub-division, and consolidation of share and debenture certificates and for sub division of Letters of Allotment and split consolidation Renewal and pucca Transfer Receipts into denominations other than those fixed for the market units of trading.
- (c) When a new share certificate has been issued in pursuance of Clause (a) of this Article, it shall state on the face of it against the stub or counterfoil to the effect that it is Duplicate” issued in lieu of share Certificate No.....” sub-divided/replaced/consolidation of shares.
- (d) If a share certificate is lost or destroyed, a new certificate in lieu thereof shall be issued only with the prior consent of the Board and on such terms, if any, as to evidence and indemnity as to the payment of out of pocket expenses incurred by the Company in investigating evidence as the Board thinks fit.
- (e) When a new share certificate has been issued in pursuance of clause (d) of this article, it shall state on the face of it and against the stub or counter foil to the effect that it is ‘duplicate issued in lieu of share certificate No.....the word “Duplicate” shall be stamped or punched in bold letters across the face of the share certificate.
- (f) 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 certificates indicating against the name of the person to whom the certificate is issued, the number and date of share certificate in lieu of which the new certificate is issued and the necessary change indicate in the Register of Members by suitable cross reference in the remarks column.
- (g) 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. The blank forms shall be consecutively machine-number and the forms and the blocks, engravings, facsimiles and due 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 these purpose, and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.
- (h) The Managing Director of the Company for the time being or, if the Company has no Managing Director, every Director of the Company shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates except the blank forms of share certificates referred to in sub-Article (g).
- (i) All books referred to in sub Article(h) shall be preserved in good order permanently.

The first named Joint holders Deemed sole holder.

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

Company not Bound to recognise Any interest in Share other than of Registered holder

22. Except as ordered by a Court of Competent jurisdiction or as required by law the Company shall not be bound to recognize any equitable contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of share other than a absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof, but the Board shall be at their liberty at their sole discretion to register any share in the joint names or any two or more persons or the survivor or survivors of them.

Declaration by Person not holding beneficial interest In any shares.

23. (a) Notwithstanding anything herein contained a person whose name if any time entered in the Register of Members of the Company as the holder of a share in the Company, but who does not hold the beneficial interest in such share shall, within such time and such from as may be prescribed, makes a declaration to the company specifying the name and other particulars of the persons or person who held the beneficial interest in such share in the manner provide in Section 187 C of the Act,

- (b) A person who holds beneficial interest in a share or a class of shares of the company shall within the time prescribed, after his becoming such beneficial owner make a declaration to the company specifying the nature of his interest, particulars of the person in whose name the shares stand in the register of Member of the Company and such other particulars as may be prescribed in Section 187 of the Act.
- (c) Whenever there is a change in the beneficial interest in a share referred to above, the beneficial owner shall, within the time prescribed from the date of such change make a declaration to the company in such form and containing such particulars as may be prescribed as provided in Section 187 C of the Act.
- (d) Notwithstanding anything contained in Section 153 of the Act and Articles 22 hereof, where any declaration referred to above is made to the Company, the Company shall make a note of such declaration in the register of members and file within the time prescribed from the date of Receipt of the declaration a return in the prescribed form with the Register with regard to such declaration.

Funds of Company may not be applied In shares of the Company.

- 24. 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.

UNDERWRITING AND BROKERAGE

Commission may be paid

- 25. Subject to the provision 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 in the Company or procuring, or agreeing to procure subscriptions subscribe (whether absolutely or conditional) for any shares or debentures in the Company, but so that the commission shall not exceed in the case of shares five per cent of the price at which the shares are issued. Such commission may be satisfied by payment of each or by allotment of fully or partly paid shares or partly in one way and partly in the other.

Brokerage

- 26. The Company may pay a reasonable sum for brokerage.

INTEREST OUT OF CAPITAL

Interest may be Paid out of capital.

- 27. Where any shares are issued for the purpose of raising money to defray the expense of the construction of any works or buildings of the provision of any plant, which cannot be made profitable for a lengthy period, the Company may pay interest in 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 restriction provided by Sections 208 of the Act, and may charge the same to capital as part of the cost of construction of the work or building of the provision of plant.

CALLS

Directors may make calls

- 28. The Board may, from time to time, subject to the times on which any shares may have been issued and subject to 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 such member shall pay the amount of every call so made on him to the person and the times and places appointed by the Board. A call may be made payable by instalments.

Notice of Calls

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

Calls to date from Resolution

- 30. 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.

Call may be revoked Or postponed.

31. A call may be revoked or postponed at the discretion of the Board.

Liabilities of joint Holders.

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

Directors may Extend time.

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

Calls to carry Interest.

34. If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 18 percent per annum but nothing in this Articles shall render it obligatory for the Board to demand or recover any interest from any such member.

Sums deemed to be Calls

35. Any sum, such by the term of issue of a share, become payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium shall for the purpose of these 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. .

Proof of trial of Suit for money Due on shares.

36. On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Member, in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, on the date at which the money is sought to be recovered is alleged to have become due on the shares in respect of which such money is sought to be recovered, appeared entered on the Register of Members as the holder, on the date at which the money is ought to be recovered is alleged to have become due on the shares in respect of which such money is sought to be recovered, that the resolution making the call is duly recorded in the Minute Book; and that notice of such call was duly given to the member or his representative used in pursuance of these Articles; and shall not be necessary to prove the appointment of the Directors who made such call, nor that quorum of directors was present at the Board at which any call was made, nor that the meeting at which any call was made duly convened or constituted nor any other matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Partial payment not to preclude Forfeiture

37. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interests, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

Payment in participation Of call may carry Interest.

38. 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 sum actually called up, and upon the moneys so paid in advance, or upon so much thereof from time to time and at any time thereafter as exceed the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Board may pay or allow interest, at such rate not exceeding six percent per annum as the member paying the sum in advance and the Board agree. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the member three months notice in writing. Provided that moneys paid in advance of calls on any shares may carry interest but shall not confer a right to dividends or to participate in profits.

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

LIEN

Company to have Lien on shares

39. The Company shall have 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 (either presently payable or not) call or payable at a fixed time in respect of such shares and to equitable interest in any share shall be created except upon the footing and upon the conditions that Article 22 thereof is to have full effect. Any such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien if any on such shares.

As to enforcing Lien by sale

40. For the purpose of enforcing such lien, the Board may sell the shares subject thereof 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 authorise one of their members to execute a transfer thereof on behalf of and in the name of such Member. 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 representative and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagement for thirty days after service of such notice.

Application of proceeds of Sale

41. 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 as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

FORFEITURE OF SHARES

If money payable on share not paid Notice to be given to members.

42. 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 may, at any time thereafter, during such time as the call or instalment remains unpaid, give notice to him to pay the same together with any interest that may have been incurred by the Company by reason of such non-payment.

Form of Notice

43. The notice shall name a day (not being less than thirty days from the day of the notice) and a place or places on and at which such all or installment and such interest thereon at such rate not exceeding 9 per cent per month as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment at or before the time and at the place appointed the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

In default of Payment share To be forfeited

44. If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given may, at any time thereafter before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect.

Notice of forfeiture to a member

45. When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose names 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.

Forfeited share to be Property of the Company and may be sold.

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

Members will be Liable to pay money Owning at the time of Forfeiture and interest.

47. 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 share at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding nine percent per annum as the Board may determine and the Board may enforce the payment thereof, if it thinks fit.

Effect of Forfeiture.

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

Evidence of Forfeiture

49. A declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the company has been duly forfeited in accordance with these Articles on a date state in the declaration, shall be conclusive evidence of the facts therein stated as against all person claiming to be entitled to the shares.

Validity of sale Under Articles 40 And 46

50. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board 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 in respect of share sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase moneys and after his name has been entered in the Register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the company exclusively.

Cancellation of Share certificates In respect of Forfeited Shares

51. Upon any sale, re-allotment or other disposal under the provisions of the precedings Articles the certificate(s) originally issued in respect of the relative share or shares (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate/s in respect of the said shares to the person entitled thereto.

Power to annul forfeiture

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

TRANSFER & TRANSMISSION OF SHARES.

Register of Transfer

53. The Company shall keep a register of Transfer and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares.

Form of transfer

54. The instrument of transfer shall be in writing and call the provisions of section 108 of the Companies Act, 1956 and or any statutory modification thereof, for the time being shall be duly complied with in respect of all transfers of share and the registration thereof.

Transfer form to be Completed and Presented to the Company.

55. The instrument of transfer duly stamped and executed by the Transferor and the transferee shall be delivered to the Company in accordance with the provisions of the Act. The instruments of transfer shall be accompanied by such evidence as Board may require to prove the title of transfer and his right to transfer the shares and every registered instrument of Transfer shall remain in the custody of the company until destroyed by order of the Board. The transferor shall be deemed to be the holder of such share until the name of the Transferee shall have been entered in the Register of Member in respect thereof. Before the registration of a transfer the certificate or certificates of the shares must be delivered to the Company.

Transfer Books & Register of Members when closed.

56. The Board shall have power on giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the office of the company is situated, to close the Transfer books, the Register of members or register of Debenture-holders at such period or periods, not exceeding thirty days at time and not exceeding in the aggregate forty five days in each year.

57. **Directors may refuse to Register Transfers**

Subject to the provisions of Section 111 of Act the Board may, at its own absolute and uncontrolled discretion and without assigning any reason decline to register or acknowledge any transfer of shares, upon which the company has a lien (notwithstanding that the proposed transferee be already a Member) but in such cases it shall within one month from the date on which the instrument of transfer was lodged with the company, send to transferee and the transferor notice of the refusal to register such transfer, Provided that the registration shall not be refused on the ground of the transfer or being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

Notice of application when to be given

58. Where in the case of partly paid shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provision of Section 110 of the Act.

Death of one or more Joint Holders of share

59. Subject to Article 21 hereof case of the death of any one or more the 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.

Title of share of Deceased members

60. The executors or administrators or holders of a succession certificate or the legal representative of a deceased member (not being one or two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognize such executors or administrators or holders of a Succession Certificate or the legal representatives unless such executor or administrators or legal representative shall have first obtained Probate or Letters of administration or Succession Certificate as the case may be, from duly constituted Court in the Union of India provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production for Probate or Letter of administration or Succession Certificate, upon such terms as to indemnify or otherwise as the Board in its absolute discretion may think necessary and register the name of any person who claims to be absolutely entitled to the shares standing in the names of a deceased member, as a member.

Transfer to infant etc.

61. Share in special circumstances can be transferred to any infant, insolvent or person of unsound mind.

Compliance with the Estate Duty Act 1953

62. If any member of the Company dies, and the Company through any of its principal officers within the meaning of the Estate Duty Act, 1953 has knowledge of the death, it shall not be lawful for the company to register the transfer of any shares standing in the name of the deceased member unless the company is satisfied that the transferee has acquired such shares for valuable consideration or there is produced to it a certificate from the Controller, Deputy Controller, or assistant Controller of Estate Duty in respect there has been paid or will be paid or none is due as the case may be. Where the Company has come to know through any or its principal officers of the death of any member, the Company shall within three months of the receipt of such knowledge, furnish to the Assistant Controller or the Deputy Controller of the Estate Duty who is exercising the functions of the Income Tax Officer under the Income-tax Act in relation to the company, such particulars as may be prescribed by the Estate Duty Rules, 1953.

Registration of Persons entitled to Shares otherwise than by transfer

63. Subject to the provisions of Act and Articles 58 and 59 any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member or by way 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 any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under these Articles of such title as the holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless, that if such person shall elect to have his nominee registered he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the shares.

Persons entitled may receive dividend without being registered as Member

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

Fee on transfer or Transmission

65. The Company shall not charge any fee for registration of transfer of share and debentures :
For sub-division and consolidation of shares and debentures certificates and for sub-division of letters of allotment, and Split, consolidation, renewals and Pucca transfer receipts into denominations, corresponding to the market unit of trading ;

For sub-division of renounceable letters of rights. For issue of new Certificates in replacement of those which are old, decrept or worn out where the cages on the reverse for recording transfer have been fully utilised.

For registration for any Power of Attorney Probate Letter of administration or similar other documents.

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

66. 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 to or interest to in the said shares, notwithstanding that the company may have had notice with equitable right, title or interest or in the said shares and may have entered such notice, or referred thereto, in book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting 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 so thinks fit.

COPIES OF MEMORANDUM AND ARTICLES

TO BE SENT TO MEMBERS

Copies of memorandum & Articles of Association to be sent to Members.

67. Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 39 of the Act shall be sent by the Company to every member at his request within seven days of the request on payment of the sum of Rupee one for each copy.

BORROWING POWER

Power to borrow

68. Subject to the provisions of Section 58A, 292 and 293 of the Act the Board may from time to time at its discretion by a resolution passed at a meeting of the Board, accept deposits from member either in advance of call or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purpose of the company provided however, where the money to be borrowed together with the money 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 reserve (not being reserves set apart for any specific purpose) the Board shall not borrow such moneys without the consent of the company in General Meeting.

Payment or Re-payment of moneys Borrowed

69. Subject to the provisions of Article 67 hereof, the payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Special Resolution shall prescribe including by the issue of debenture or debentures stock of the Company, charged upon all or any part of the property of the company (both present and future) including its uncalled capital for the time being and debenture stock and other securities may be made assignable free from any equities between the Company and person to whom the same may be issued.

Terms of issue of Debentures

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

Register of Mortgage etc. to be kept

71. 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 and shall cause the requirements of Sections 118, 125 and Sections 127 to 144 (both inclusive) of the Act in that behalf to be duly complied with, so far as they fail to be complied by the Board.

Register and index Of Debenture Holder.

72. The Company shall, if at any time it issues debentures, keep a Register and Index of debenture-holders in accordance with Section 152 of the Act. The Company shall have the power to keep in any State or Country outside India as a Branch Register of Debenture-holder resident in that State or Country.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

Shares may be Converted into Stock

73. The Company in General Meeting may convert any fully paid up shares into Stock and when any such shares shall have been converted into stock the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interests in the same manner and subject to the same regulations as and subject to which shares from which stock arose might have been transferred if no such conversion had taken place, or as near thereto as circumstance will admit. The company may at any time re-convert any stock into paid up any shares of any denomination.

Right to stock Holders

74. The holders of stock shall, according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends voting at meeting of the company, and other matters, as if they held the shares from which the stock arose but no such 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.

MEETING OF MEMBERS

Annual General Meeting, Annual Summary

75. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in the year. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meeting subject to provision of Section 210(3) (a) of the Act, 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 an Annual General Meeting of the company 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. 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 office of the company or at some other place within the city in which the office of the company is situated as the Board may determine and the Notices calling the meeting shall specify it as the Annual General Meeting. Every member of the company shall be entitled to attend either in person or by proxy and the Auditors of the Company shall have the right to attend and to be heard at any General meeting which he attends and on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table the Directors' Report and Audited Statement of Account, Auditors' Report (if not already incorporated in the Audited Statement of Account) the proxy Register with the proxies and the Register of Directors share holding of which letter Register shall remain open and accessible during the continuance of the meeting. The Board shall cause to be prepared the Annual List of members, Summary of the Share Capital, Balance Sheet and profit and Loss Account and forward the same to the Registrar in accordance with Section 159, 161 and 220 of the Act.

Extraordinary General Meeting

76. The Board may whenever it thinks fit, call an Extra ordinary General Meeting and it shall do so upon a requisition in writing by any member or members holding in the aggregate not less than one tenth of such of the paid up capital as at the date carries the right of voting in regard to the matter in respect of which the requisition has been made.

Requisition of members to state Object of Meeting

77. Any valid requisition so made by members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the office provided that such requisition may consists of several documents in like form each signed by one or more requisitionists.

On receipt of requisition, Directors To call meeting and in Default requisitionist May do so

78. Upon the receipt of any such requisition, the Board shall forthwith call an Extra Ordinary General Meeting and if they do not proceed within twenty-one days from the date of the requisition being deposited at the office to cause a meeting to be called on a day not at the office to later than forty five days from the date of deposit of the requisition, the requisitions or such of their number as represent either a majority in value of the paid up share capital held by all of them or not less than one tenth of such of the paid up share capital of the company as is referred to in Section 169(4) of the Act, whichever is less, may themselves call the meeting but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.

Meeting called by Requisitions

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

Twenty one day's Notice of meeting To be given.

80. Twenty-one day's notice at least of every General Meeting, annual or extra Ordinary and by whomsoever called specifying the day, place and hour of meeting and the general nature of the Business to be transacted thereat, shall be given in the manner hereinafter provided, to such persons as are under the provisions of the Act entitled to receive notice from the Company, provided that in the case of an Annual General Meeting with the consent in writing of all the members to vote there at and in case of any other meeting with the consent in writing of all of members holding not less than 95 per cent of such part of the paid up share capital of the Company as given a right to vote at the meeting, a meeting may be convened by a shorter notice. In the case of an Annual General Meeting, if any business other than (I) the consideration of the Accounts, Balance Sheet and reports of the Board of Directors and Auditors (ii) the declaration of dividend (iii) the appointment of Directors in place of those retiring (iv) the appointment of and fixing of the remuneration of the Auditors is to be transacted and in the case of any other meeting in any event there shall be annexed to the notice of the meeting a statement setting out all materials facts concerning each such item of business, including in particular the nature of the concern or interest if any, therein of every Director and the Manager (if any), where any such item of special business relates to, or affects any other company, the extent of shareholding interest in other company of every Director and the Manager, if any, of the Company shall also be set out in the Statement if the extent of such shareholding interest is not less than 20 per cent of the paid up share capital of that other company. Where any item of business consists of the according of approval to any documents by the meeting, the time and place where the documents can be inspected shall be specified in the statement aforesaid.

Omission to give Notice not to Invalidate a resolution Passed

81. The accidental omission to give any such notice as aforesaid to any of the members, or the non-receipt thereof by any members, shall not invalidate any resolution passed at any such meeting.

Meeting not to Transact business Not mentioned in Notice.

82. 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 upon which it was convened.

Quorum at General Meeting

83. Five members present in person shall be a quorum for a General Meeting

Body corporate deemed to be Personally present

84. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with the provisions of Section 187 of the Act.

If quorum not present Meeting to be dissolved or adjourned

85. If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum is not present, the meeting if convened by or upon the requisition of members, shall stand dissolved, in any other case the meeting shall stand adjourned to the same day in the next week or if that day is public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other days and at such other time and place in the city or town in which

the office of the Company is for the time being situated as the Board may determine, and if at such adjourned meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum and may transact the business for which the meeting was called.

Chairman of the General Meeting

86. The Chairman (if any) of the Board of Directors, shall be entitled to take the chair at every General Meeting, whether Annual General or Extraordinary. If there be no such Chairman of the Board of Directors, or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the chair, then the members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the members present shall elect one of their members to be the Chairman.

Business confined to election of Chairman whilst chair vacant

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

Chairman with consent may adjourn meeting

88. The chairman with the consent of the members may adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

Question at General Meeting how decided

89. At any General Meeting a resolution put to the vote of the meeting shall be decided on show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five members having the right to vote on the resolution and present in person or proxy, or by the Chairman of the meeting or by any member or members holding not less than one tenth of the total voting power in respect of the resolution or by any member /members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid-up which is not less than one tenth of the total sum paid-up on all the shares conferring that right, and unless a poll is demanded, declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority or lost, and an entry to that effect in minutes Book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

Chairman's casting vote

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

Poll to be taken, if demanded

91. If a poll is demanded as aforesaid the same shall subject to Article 93 to be taken at such time (not later than forty-eight hours from the time when the demand was made) and place in the City or town, which the office of the Company is for the time being situated and either by upon voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Scrutineers at Poll

92. Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinise the vote given on the poll and to report there on to him. One of the scrutineers appointed shall always be a member (not being an officer or employee of the company) present at the meeting provide 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 scrutineers arising from such removal or from any other cause.

In what case poll taken without adjournment

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

Demand for poll not to prevent, transactions of other business

94. The demand for a poll except on the question of the election of the Chairman and of and 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.

VOTE OF MEMBERS

Members in arrears not to vote

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

Number of Votes to which member entitled

96. Every member not disqualified by the last preceding Articles shall be entitled to be present and to speak and vote at such meeting and on a show of hands. Every member present in person shall have one vote and upon a poll the voting right to every member present in person or by proxy shall be in proportion to his share of the paid up equity share capital of the Company. Provided however, if any preference share holder be present at any meeting of the company, save as provided in clause (b) of sub-section (2) of sec. 87 of the Act; he shall have a right to vote only on resolutions placed before the meeting which directly affect the rights attached to his preference shares.

Casting of vote by a member entitled to more than one vote

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

How Members noncomposmentis and minor may vote

98. 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 show of hands or on a poll, by his committee or legal guardian and any such committee or guardian may, on poll vote by proxy. If any member be a minor the vote in respect his share(s) shall be by his guardian, or any one of his guardians, if more than one, to be selected in case of dispute by the Chairman of the meeting.

Vote of Joint Members

99. If there be joint registered holders of any shares, any one of such persons may vote at any meeting, and if more than one of such persons may vote at any meeting, and if more than one of such joint holders be present at any meeting, that one of the said persons so present whose name stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at a meeting. Several executors or administrators of a deceased member in whose names share stand shall for the purpose of these articles be deemed joint holders thereof. The same provisions shall apply in regard to the proxies of such joint holders. The joint holder present in person shall have preference over senior joint-holder who is present by proxy, proxies shall not have any right to speak at the meeting.

Voting in person or by proxy

100. Subject to the provisions of these Articles, votes may be given either personally or by proxy. A Body corporate being a member may vote either by a proxy or by a representative duly authorized in accordance with Section 187 of the Act and such representative shall be entitled to exercise the same rights and powers (including the rights to vote by proxy) on behalf of the body corporate which he represents at that body corporate which he represents as that body could exercise if it were an individual member.

Votes in respect of shares of deceased and insolvent member

101. Any person entitled under Article 62, the transfer any share may vote at any General meeting in respect thereof in the same manner as if he were the registered holder of such shares. Provided that forty eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnity (if any) as the Directors may require or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

Appointment of Proxy

102. Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointee, his attorney, or if such appointer is a body corporate, or be signed by an officer or any attorney duly authorised by it and any committee or guardian may also appoint such proxy. The proxy so appointed shall not have the right to speak at the meetings.

Proxy either for specified meeting or for a period

103. An instrument of proxy may appoint a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company, or of every meetings, to be held before a date specified in the instrument and every adjournment of any such meeting. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

Proxy to vote only on a poll

104. A member present by proxy shall be entitled to vote only on a poll.

Deposit of instrument of appointment

105. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a naturally certified copy of that power of authority shall be deposited at the office not later than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

Form of proxy

106. 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 of the Act.

Validity of votes given by proxy notwithstanding death of member

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

Time for objections of votes

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

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

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

Minutes of General Meeting and inspection thereof by Members

110. (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, entries thereof in books kept for that purpose with their pages consecutively numbered.
- (2) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed 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 that period, by a Director duly authorized by the Board for the purpose.
- (3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (4) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (5) All appointments of officers made at any meeting aforesaid shall be included in the minutes of the meeting.

- (6) Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter which is 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. The Chairman of the meeting shall exercise an absolute discretion in regard to inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds or otherwise.
- (7) Any such minutes shall be evidence of the proceedings recorded therein.
- (8) The book containing the minutes of proceedings of General Meetings shall be kept at the office of the Company and shall be open during business hours, for such period not being less in the aggregate than two hours in each day as the Directors determine, to the inspection of any member without charge.

DIRECTORS

Number of Directors

111. Until otherwise determined by a General Meeting of the Company and subject to the provisions of section 252 of the Act, the number of Directors (including Debenture, and nominee Directors, if any) shall not be less than three & not more than twelve.
- 111.A. The First Directors of the Company shall be :
 1. **SHRI ATUL KUMAR SETHI**
 2. **SMT. AMITA SETHI**

Appointment and election of Directors

112. The Directors together with the Managing Director(s) not exceeding 1/3rd of the total number of Directors for the time being of the Company will not be liable to retire by rotation.

Power to appoint nominee Directors

113. Subject to the provision of Section 256 of the Act, whenever the Directors enter into a contract with any Government, central, state or local or any person or persons for borrowing any money or for providing any guarantee or Security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever, the Directors shall have, subject to the provisions of Section 255 of the Act, the power to agree that such Government, person or persons shall have the right to appoint or nominate by a notice in writing addressed to the company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification shares. The Directors may also agree that any such Director or Directors may be removed from time to time by the Government, person or persons entitled to appoint another or others in his or their place and also fill in any vacancy which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the company including the payment of remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with such person or persons aforesaid.

Appointment of Alternate Directors

114. The Board may appoint an Alternate Director to act for a Director (hereinafter called "the Original Director") during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to that state. If the term of office of the original Director is determined before he so returns to that state, any provisions in the Act or in these articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the original director and to the Alternate Director.

Director's power to add to the Board

115. The Board shall have power at any time and from time to time to appoint any other qualified person to be an additional Director, but so that the total number of Directors shall not at any time exceed the maximum fixed under Article 111. Any such additional Director shall hold office only upto the date of the next Annual General Meeting.

Director's Power to fill casual vacancies.

116. Subject to the provisions of Section 261, 264 and 284 (6) the Board shall have power at any time and from time to time to appoint any other qualified person to be a Director to fill a casual vacancy. Any person so appointed shall hold office only upto the date upto which the directors in whose place he is appointed would have held office if it had not been vacated by him.

Qualification of Directors

117. A director shall not be required to hold any qualification shares.

Remuneration of Directors.

- (1) Subject to the provisions of the Act, a Managing Director or Directors, who is in the whole-time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.
- (2) Subject to the provisions of the Act, a Director, who is neither in the whole time employment nor a Managing director may be paid remuneration either :
 - (i) by way of monthly, quarterly or annual payment with the approval of the Central Government or
 - (ii) By way of commission if the company by a special resolution authorised such payment.
- (3) The fee payable to a Director for attending a meeting of the Board or Committee thereof shall be a sum not exceeding RS. 250/- as may be decided by the Board of Directors or such other as the company in General Meeting may from time to time determine.

Travelling expenses incurred by Director not a bonafide resident or by Director going out on Company's business :

119. The Board may allow and pay to any Director, who is not a bonafide resident of the place where the meetings of the Board are ordinarily held and who shall come to such place of the purpose of attending any meeting, such sum as the Board may consider fair compensation or for travelling, boarding, lodging and other expenses in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses incurred in connection with business of the Company.

Directors may act, notwithstanding any vacancy

120. The continuing Directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the minimum fixed by Article 111 hereof the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting, but for no other purpose.

When Office of Directors to become vacant

121. Subject to the provisions of Section 283(2) and 314 of the Act the Office of a Director shall become vacant if :-
- (a) he is found to be of unsound mind by a Court of Competent Jurisdiction, or(b) he applies to be a adjudicated an insolvent, or
 - (c) he is adjudicated an insolvent or
 - (d) he falls to pay call made on him in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the date fixed for the payment of such call unless the Central Government has by notification in the official Gazette removed the disqualification incurred by such failure, or
 - (e) he absents himself from three consecutive meetings of the Directors or from all meetings of the Directors for a continuous period of three months whichever is longer without leave or absence from the Board, or
 - (f) he becomes disqualified by an order of the Court under Section 203 of the Act, or(g) he is removed in pursuance of Section 284 of the Act, or
 - (h) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is a partner or any private company of which he is a director, accepts, a loan, or any guarantee or security for a loan, from the Company in contravention of Section 299 of the Act, or

- (i) he acts in contravention of Section 299 of the Act, or
- (j) he is convicted by a Court of an offence involving moral turpitude and is sentenced in respect thereof the imprisonment for not less than six months, or
- (k) 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.

Directors may contract with the Company

122. (1) A Director or his relative, a firm in which such Director or relative is a partner, or 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 shares, in or debentures of the company, provided that if the paid up share capital of the company is not less than Rs. 1 Crore, no such contact shall be entered into except with the previous approval of the Central government and the sanction of the Board shall be obtained before or within three months of the date on which the contract is entered into in accordance with provisions of Section 297 of the Act.
- (2) No sanction shall however, be necessary for –
- a) Any purchase of goods and materials from the Company, or the sale of goods or materials to the company, by 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 and any such Director, relative, firm partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the Company or the Director, relative, firm partner or private company as the case may be, regularly trades or does business where the value of the goods land materials or the cost of such services does 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 sale, purchase or supply of any goods, materials or services even if the value of such goods or the cost of such services exceeds Rs. 5000/- in the aggregate in any year comprised in the period of the contract, but in such a case the consent of the Board shall be obtained to such contract or contracts at a meeting within three months of the date on which the contract was entered into.

Disclosure of Interest

123. A Director of the Company who is in any way whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 299(2) of the Act, provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into with any other company where any of the Directors of the Company or two or more of them together holds or hold not more than two percent of the paid up share capital in any such other company.

General Notice of Interest

124. A General Notice given to the Board by a Director, to the effect that he is a Director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made by 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 otherwise expired. No such general notice, and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board of the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

Interested Directors not to participate or vote in Board's Proceedings

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

Or

- (ii) in his being a member holding not more than 2% of the paid up share capital.

Register of Contracts in which Directors are interested.

126. The Company shall keep a Register in accordance with Section 301(1) and shall within the time specified in Sec. 301(2) enter there in such of the particulars as may be relevant having regarded to the application thereto of Section 297 or Section 299 of the Act as the case may be. The Register aforesaid shall also specify in relations to each Director of the Company the names of the bodies corporate and firms of which notice has been given by him under Article 124. The Register shall be kept at the office of the Company and shall be open to inspection at such office, and extracts may be taken therefrom and copies thereof may be required by any member of the Company to the same extent, in the same manner, and on payment of the same fee as in case of the Register of Members of the Company and the provisions of Section 163 of the act shall apply accordingly.

Directors may be Directors of Companies promoted by the Company

127. A Director may 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 of such company except in so far as Section 309(6) or Section 314 of the Act may be applicable.

Retirement and rotation of Directors

128. At every Annual General Meeting of the Company, one third of such of the Directors for the time being as are 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.

Ascertainment of Directors retiring by rotation and filling of vacancies.

129. Subject to Section 256(2) of the Act the Directors to retire by rotation under Article 128 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between person who became Directors on the same day, those who are to retire, shall in default of and subject to any agreement among themselves; be determined by lot.

Eligibility for re-election

130. A retiring Director shall be eligible for re-election.

Company to appoint successors

131. Subject to the provisions of Section 258 of the Act, Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto.

Provision in default of appointment

132. a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place.
- b) If at the adjourned meeting also the place of the retiring Directors 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 reappointed at the adjourned meeting and unless –
- (1) at the meeting or at the previous meeting resolution for the reappointment for such Director has been put to the meeting and lost
 - (2) the retiring Director has, by a notice in writing addressed to the Company or its Board expressed his unwillingness to be so reappointed.

- (3) He is not qualified or disqualified for appointment.
- (4) A resolution, whether special or ordinary, is required for the appointment or re-appointment by virtue of and provisions of the Act, or
- (5) The provisions to sub-section (2) of the Section 263 the Act is applicable to the case.

Company may increase or reduce the number of Directors

133. Subject to section 259 of the Act the Company may, by Ordinary Resolution from time to time, increase or reduce the number of Directors and may alter their qualifications and the Company may (subject to the provision 284 of the Act) remove any Director before the expiration of his period of office and appoint another qualified person of his period of office and appoint another qualified person in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

Notice of candidature for office of Directors except in certain cases.

134. (1) No person not being a retiring Director shall be eligible for appointment to the office of Directors at any General Meeting unless he or some member intending to propose him has, not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as candidature for that office.
- (2) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the company a notice under Section 257 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 fill which the company, the consent in writing to act, as a Director if appointed.
- (3) A person other than a Director re-appointed after retirement by rotation or immediately on the expiry of his term of office or an Additional or Alternate Director, or a person filling a casual vacancy in the office a Director under Section 262 of the Act, appointed as a Director, or reappointed as an Additional or Alternate Director, immediately on the expiry of his term of office, shall not act as a Director of the Company, unless he was within thirty days of his appointment signed and filled with the Registrar his consent in writing to act as such Director.

Register of Directors etc. and Notification of change to Register

135. a) The company shall keep at its office a Register containing the particulars of its Directors, Managers, Secretaries and other person mentioned in Section 303 of the Act and shall otherwise comply with the provisions of said Section in all respects.

Register of Shares or debentures held by Directors.

- b) The company shall in respect of each of its Directors also keep at its office Register as required by Section 307 of the Act and shall otherwise duly comply with the provisions of the Section in all respects.

Disclosure by Directors of appointment to any other body corporate

136. (a) 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, or Manager and Secretary of the Company shall within twenty days of the appointment to any of the above offices in any other body corporate, disclose in the company the particulars relating to his office in other body or body corporate which are required to be specified under subsection (1) of Section 303 of the Act.

Disclosure by a Director of his holdings of shares and debentures of the company

- (b) Every Director and every person deemed to be a Director of the Company by virtue of subsection(10) of Section 307 of the Act, shall give 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.

MANAGING DIRECTOR

Managing Directors

137. a) Subject to the provisions of Section 269, 316 and 317 of the Act, the Board may from time to time appoint one or more directors to be Managing and or whole time Director(s) including technical directors of the Company, for a fixed term not exceeding 5 years at a time and may, from time to time remove or dismiss him or them from office and appoint another or other places.
- b) Subject to the provisions of Section 255 of the Act, a Managing Director or whole time Director shall not, while he continues to hold that office, be subject to retirement by rotation but he shall

be reckoned as a Director for the purpose of determining the rotation of retirement of Directors and fixing the number of Directors to retire subject to the same provisions as to removal as the other Directors, and he shall *ipso facto* and immediately cease to be a Managing or whole time Director if he ceases to hold the office of Director from any cause.

Restrictions on Management

138. The Managing Director or Manager shall not exercise the powers to :
- a) Make calls on shareholders in respect of money unpaid on the shares in the Company
 - b) Issue of debentures and accept to the extent mentioned in the resolution passed at the Board meeting under section 292 of the Act, shall also not exercise the powers to.
 - c) Borrow moneys, otherwise than on debentures.
 - d) Invest the funds of the company, and
 - e) Make loans.

Certain persons, not to be appointed Managing Directors

139. The Company shall not appoint or employ, or continue the appointment or employment of a person as it Managing Director or whole time Director, who –
- (a) is an undischarged insolvent, or has at any time be adjudged an insolvent.
 - (b) Suspends, or has at any time suspended, payment to his creditors, or makes or has at any time made, composition with them or
 - (c) Is or has any time been, convicted by a Court of an offense involving moral turpitude.

Special position of Managing Director

140. A Managing Director shall *ipso facto* and immediately cease to be a Managing Director if he ceases to hold the office of a Director.

PROCEEDINGS OF THE BOARD OF DIRECTORS

Meeting of Directors

141. The Directors may meet together as Board for the dispatch of business from time to time and shall so meet at least once in every three calendar month and at least four such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meetings as they think fit.

Notice of Meeting

142. Three days prior notice at least of every meeting of the Board shall be given to every Director for the time being in India and at his usual address in India provided that the Chairman of the Board shall have the power to convene a meeting on shorter notice.

Quorum

143. Subject to the provisions of Section 287 of the Act, the quorum for a meeting of the Board 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 number of interested Directors exceed or is equal to two thirds, of the total strength the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two, shall be the quorum during such time and provided that the presence of the Managing Director shall be needed for a quorum.

Adjournment of meeting for want of Quorum

144. If a meeting of the Board could not be held for want of a quorum then the meeting shall stand adjourned to such other date and time (if any) as by notice may be fixed by the chairman not being later than seven days from the originally fixed for the meeting.

When meeting to be convened

145. The Secretary shall as and when directed by the Directors to do so, convene a meeting of the Board by giving a notice to every Director in accordance with the provisions of Section 286 of the Act.

Chairman

146. The Board of Directors shall have the right to appoint one or the Directors of Company to be the Chairman of the Board of Directors so appointed, shall be the Chairman of Board of Directors on each vacancy occurring in such office from any cause whether by death, removal, retirement of otherwise, the Board shall have the right to appoint another Director so appointed shall be the Chairman.

Questions at Board Meeting, how decided

147. Questions arising at any Meeting of the Board or Directors or a Committee thereof shall be decided by majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote.

Power of Board Meeting

148. A meeting of the Board for time being at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretion's which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board generally.

Directors may appoint Committee

149. Subject to the restriction contained in Section 292 of the Act the Board may delegate any of their powers of committees of the Board consisting of such Member or Members of its body as it thinks fit and it may from time to time revoke and discharge any committee of the Board either wholly or in part and either as to persons or purposes, but every committee of the Board so formed shall in the exercise of the powers as delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointment but not otherwise shall have the like force and effects as if done by the Board.

Meeting of Committee to be governed

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

Resolution by circulation

151. Subject to the provisions of the Act requiring Board meeting in certain specified cases, no resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all members of the Committee then in India (not being less in number than the quorum fixed for a Meeting of the Board or Committee, as the case may be, and to all other Directors or Members of the Committee, at their usual address in India and has been approved by such of the Directors or Members of the Committee as are then in India or by a majority of such of them, as are entitled to vote on the resolution provided that such approval shall include the approval or the Managing Director appointed under Article 114 hereof.

Acts of Board or Committee not valid notwithstanding informal appointment

152. All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall notwithstanding that it shall afterwards, be discovered that there was some defect in the appointment of such Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles be as valid as if every such person has been duly appointed and was qualified to be a Director and had not vacated his office or his appointment had not been terminated. Provided that 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 invalidated or to have terminated.

Minutes of proceeding of meeting of the Board

153. (1) the company shall cause minutes of all proceedings of every meeting of the Board and Committee thereof to be kept by making within thirty days of the conclusion of every such meeting entries thereof in books kept for that purposes with their pages consecutively numbered.
- (2) Each page of every such book shall be initialed or signed and the last page of the record or proceedings of such meeting in such book shall be dated and signed by the Chairman of the said meeting 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 posting or otherwise.
- (4) The minutes of each meeting shall contain a fair and correct summary of the Proceedings thereat.
- (5) All appoints of officers made at any of the meeting aforesaid shall be included in the minutes of meeting.

- (6) The minutes shall also contain :-
 - (a) the names of the Directors present at the meeting and,
 - (b) in the case of each resolution passed at the meeting, the name of the Directors, if any dissenting from or not concurring in the resolution.
- (7) Nothing contained in sub-clause (1) to (6) shall be deemed to require the inclusion of any such minutes of any matter which, in the opinion of the Chairman of the meeting.
 - (a) is or could reasonably be regarded as defamatory of any person.
 - (b) Is irrelevant or immaterial to the proceedings, or
 - (c) Is detrimental to the interest of the company.

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

- (8) Minutes of meeting kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

Powers of Directors

154. The Board may exercise all such powers of the company and do all such acts and thing as are not, by the Act, or any other act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject, nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulation being not inconsistent with the aforesaid regulation or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made provided that 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 whole of the undertaking of the Company or where the company own more than one undertaking the whole or substantially the whole, of any such undertaking ;
- (b) Remit, or give time for the repayment of any debt due by Directors.
- (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 considerable 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.

Provided further that the powers specified in section 292 of the Act shall be exercised only at meeting of the Board, unless the same be delegated to the extent therein stated or,

- (e) Contribute, charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amount the aggregate of which will in any financial year exceed fifty thousand rupees or five percent of its average net profit as determined in accordance with the provisions of Sections 349 and 350 of Act during the there financial years immediately preceeding, whichever is greater.

Certain powers of the “Board.”

155. Without prejudice to the general power conferred by the last preceeding Article and so as not any way to limit or restrict those powers and without prejudice to other powers conferred by these Articles, it is hereby declared that the Directors shall have the following powers, that is to say power:

- (1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- (2) To pay and charge in the capital account of the Company and commission or interest lawfully payable there out under the provisions of Section 76 and 208 of the Act.
- (3) Subject to the provisions of Sections 292, 297 and 299 of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized

- to acquire, at or for such price or consideration and generally on such terms and conditions to us they may think fit, and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
- (4) At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the company, either wholly or partially, in cash or in shares, bonds, debentures, mortgages or other security of the Company, and any such amount credited as paid up thereon as may be agreed upon, and any such bond, debentures mortgages or other securities may be either specifically charged upon all or any part of the property of the company and its uncalled capital or not so charged.
 - (5) To secure the fulfillment of any contracts or arrangements entered into by the Company by mortgage or any of the property of the company and its uncalled capital for the time being or in such manner as they may think fit.
 - (6) To accept from any member, as far as may be permissible by law, and surrender of his shares or any part thereof on such terms and conditions as shall be agreed.
 - (7) To appoint as person to accept and hold in trust for the company any property belonging to the company 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 trust and to provide for the remuneration of such trustee or trustees.
 - (8) To institute, conduct, defend, compound or abandon any proceedings by or against the Company or its officers or otherwise concerning the affairs of the company and also the compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Company and to refer any differences, to arbitration and observe and perform any awards made thereon.
 - (9) To act on behalf of the company in all matters relating to bankrupts and insolvent.
 - (10) To make and give receipts, releases and other discharges for moneys payable to the company and for the claims and demands of the company.
 - (11) Subject to the provisions of section 292, 295, 370 and 372 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 shares of the company) or without security and in such manners as they may think fit, and from time to time 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 (surety) for the benefit of company such mortgages of the Company's property sent and future) as they think fit, and any such mortgage, may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.
 - (13) To determine from time to time who shall be entitled to sign on the Company's behalf, bills receipts, acceptances, endorsements, cheques, dividend warrants, releases contracts documents and go give the necessary authority for such purpose.
 - (14) To distribute by way of bonus amongst the staff of the company a share or shares in the profits of the company, and to give to any officer or other person employee by the company, a commission on the profits of any particular business or transaction, and to charge such bonus or commission as part of the working expenses of the Company.
 - (15) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of money pensions, gratuities allowances bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals, dispensaries medical and other attendance as the Board 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 or object which shall have any moral or other claim to support or aid by the company, either by reason or locality of operation, or of public and general utility or otherwise.
 - (16) Before recommending any dividend, but subject to the provision of Section 205 (2A) of the Act and thereunder to set aside out of the profits of the company such sums as they may think

proper for depreciation or Depreciation Fund, or to an 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 property of the company and for such other purposes (including the purposes referred to in the preceding clause), as the Board may, in their absolute discretion, think conducive to the interest of the company, and subject to the provisions of the section 292, 295, 370 and 372 of the Act, to invest the several sums so set aside or so much thereof as required to be invested upon such investments (other than shares of the company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the company, in such manner and for such purpose as the Board in their absolute discretion think conducive to the interest of the company notwithstanding that the matters to which the board apply or upon which they expend the same, or any part thereof may be matters to or upon which the capital moneys of company might rightly be applied or any part thereof may be matters to or upon which the capital moneys or company might rightly be applied or expended, 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 division of a Reserve fund to another Reserve fund or division of 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 the purchase or repayment of debenture or debentures stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power 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 percent per annum.

- (17) To appoint, and at their discretion remove or suspend such managers, secretaries, assistants, supervisors, clerks agents, and servants for permanent, temporary special services as they may from time to time think fit, and determine their powers and duties and fix their salaries or emoluments or remuneration, and to require security in such instance and of such amount as they may think fit, and also from time to time to provide for the management 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 four next following sub-clause shall be without prejudice to the general powers conferred by this sub-clause.
- (18) To comply with the requirements of any local law which in their opinion it shall in the interest of the company be necessary or expedient to comply with.
- (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 persons to be members of such Local Boards, and to fix their remuneration.
- (20) Subject to the provisions of Section 292 of the Act, from time to time, and at any time to delegate to any person so appointed any of the powers, authorities and discretion's for the time being vested in the Board other than their power to make calls or to issue debentures and to authorise the members for the time being of any such local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation.
- (21) At any time and time to time by power of Attorney under the seal of the Company to appoint any person or persons to be the Attorneys of the Company, for such purposes and with such powers, authorities and discretion's (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and to issue debentures 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 conditions as the Board may from time to time think fit and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the Member of any local Boards, established as aforesaid or in favour or any company, or the shareholders, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of person whether nominated directly or indirectly by the Board and any such Power of attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers authorities and discretion for the time being vested in them.
- (22) From time to time to make vary and repeal by laws for the regulation of the business of the company its officers and servants.

MANAGEMENT

No Prohibition in simultaneous appointment of different categories of managerial personnel

156. The Company may appoint or employ at the same time more than one of the following categories of the managerial personnel namely:
- (a) Managing Director; and
 - (b) Manager

SECRETARY

Secretary

157. The Directors may from time to time appoint a Secretary, and, at their discretion remove any such Secretary to perform any functions, which by the Act are to be performed by the Secretary, and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint any person or persons (who need not be the Secretary) to keep the registers required to be kept by the Company further provided that the appointment of Secretary shall be made in accordance with the Section 383-A of the Companies Act and according to the provision of the Companies (Secretary's Qualifications) Rules 1988 and as amended from time to time.

SEAL

The seal, its custody and use

158. (a) 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 safe custody of the seal for time being and the seal shall never be sued except by the authority of the Board or a Committee of the Board previously given.
- (b) The company shall also be at liberty to have an official seal in accordance with section 53 of the Act, for use in territory, district or place outside India.

Deeds how executed

159. Every deed or other instrument, to which the seal of the Company is required to be affixed, shall, unless the same is executed by a duly constituted attorney, be signed by two Directors or one Director and Secretary or some other person appointed by the Board for the purpose. Provided that in respect of the share Certificate the Seal shall be affixed in accordance with Article 19 (a) thereof.

DIVIDENDS

Division of profits

160. The profits of the Company, subject the provision of section 205 to 208 of the Act and subject to any special rights relating thereto created or authorised to be created by these Articles and subject to provisions of these Articles shall be divisible among the members in proportion the amount of capital paid-up on the shares by them respectively.

The Company in General Meeting may declare dividends

161. The Company in Annual General Meeting may declare dividends to be paid to members according to their respective rights but no dividends shall exceed the amount recommended by the Board but the company in General Meeting may declare a smaller dividend.

Dividends only to be paid out of profits.

162. Subject the provisions of Section 205 and 205-A of the Act, no dividend shall be declared or paid otherwise than out of profits of 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 these provisions and remaining undistributed out of both.

Provided that

- (a) If the Company has not provided for depreciation for any previous financial year or years it shall, before declaring or paying a dividend for any financial year, provided for such depreciation out of the profits of the financial year or out of the profits of 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 the year for which the dividend is proposed to declare or paid or against the profits of the company for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provision of sub-section (2) of Section 205 of the Act or against both.

Provided further that, no dividend shall be declared or paid to any financial year out of the profits of the Company for that year arrived at after providing for depreciations above, except after transfer to the reserves of the company of such percentage of its profits for that year as may be prescribed in accordance with the Rules made under Section 205(2A) of the Act or such higher percentage of its profits as may be allowed in accordance with those Rules.

Interim dividend

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

Capital paid up in advance at interest not to earn dividend

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

Dividends in proportion to amount paid up

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

Dividend etc. to joint-holders

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

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

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

Transfer of shares must be registered

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

Dividends how remitted.

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

Unclaimed dividends

170. No unpaid and unclaimed dividend shall be forfeited by the Board thereto becomes barred by law. Any dividend which remained unpaid and unclaimed after having been declared shall be dealt with as per the provisions of Section 205 A and 205B of the Act.

Dividend and call together

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

Capitalisation

172. (a) The company in General Meeting may resolve that any amount standing to the credit of the Reserve Fund, or any Capital Redemption Reserve account, or in the hands of the Company and available for dividend, or in the hands of the Company and available for dividend (or representing premium received on the issue of shares and standing to the credit of the Shares Premium account) be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportion 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 shareholders in paying up in full either at par at such premium as the resolution may provide any unissued shares of the company which shall be distributed accordingly or in or towards payment or uncalled liability on any issued shares and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum provided that a share premium account and a Capital Redemption Reserve Account may, for the purpose of these Articles, only be applied in the paying of any unissued share to be issued to members of the Company as fully paid bonus shares.
- (b) A General Meeting may resolve that any surplus moneys arising from the realisation of the 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 received the same as capital.
- (c) For the purpose of giving effect to any resolution under the preceding paragraphs of this articles, the Board may settle any difficulty 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 trustee upon such trust for the person 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 Companies Act, 1957 and the Board may appoint any person to sign such contract on behalf the person entitled to the dividend or capitalised fund, and such appointment shall be effective.

ACCOUNTS

Directors to keep true accounts

173. The Company shall keep at the office or at such other place in India as the Board thinks fit proper Books of account in accordance with Section 209 of the Act with respect to :
- (a) All sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place;
- (b) All sales and purchase of goods by the Company
- (c) The assets and liabilities of the Company

The Company shall also keep and maintain all such books and records as may be and are prescribed under Section 209 (I) (d) of the Act. Where the Board decides to keep all or any of the Books of account any place other than the office of the Company, the Company shall within seven days of the decision file with Registrar a notice in writing giving the full address of that other place provided that the said other place shall also be in India.

The Company shall preserve in good order the Books of account relating to period of not less than eight years preceding the current year together with the vouchers preceding the current year together with the Vouchers relevant any entry in such books of account.

Where the Company has a branch office, whether in or outside if proper books of account relating to the transactions effected 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 office or other place in India, at which the Company's Books of Account are kept as aforesaid.

The Books of account shall give a true and fair view of the state of affairs of the Company or branch office as the case may be and explain its transactions. The Books of account and other books and papers shall be open to inspection by any Director during business hours.

As to inspection of accounts or books by Members

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

Statement of Accounts to be furnished to General Meeting

175. The Directors shall from time to time, in accordance with the provisions of Section 210, 211, 212, 216 and 217 of the Act, cause to be prepared and to be laid before the Company in Annual General Meeting, such Balance sheets, Profit and Loss accounts and Reports as are required by these sections

Copies shall be sent to each member

176. A copy of every such Profit and Loss account and Balance Sheet (including the Auditor's Report and every other documents required by law to be annexed or attached to the Balance Sheet), shall at least twenty-one days before the annual General Meeting at which the same are to be laid before the members, be sent to the members of the Company, to holders of debentures issued by the Company (not being debentures ex-facie are payable to the bearer thereof), to trustees for the holders of such debentures and to all persons entitled to receive notice of General Meeting of the Company.

Accounts to be audited

177. Auditors shall be appointed and their rights and duties regulated in accordance with Section 224 to 233 of the Act.

First Auditor or Auditors

178. The first Auditor or Auditors of the Company shall be appointed by the Board within one month of the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the First Annual General Meeting provided that the Company may, at a General meeting, removed any other person or all of such Auditors and appoints in his or their place any other person or persons who have been nominated for appointment by any member 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 provided further that if the Board fails to exercise its powers under this Article, the Company in General Meeting may appoint the first Auditor or Auditors.

DOCUMENTS AND NOTICES

Serve of documents or notices on Members by the Company

179. (1) A document or notice may be served or given by the Company on any members either personally or by sending it by post to him to his registered address (if he has no registered address in India) to the address if any in India supplied by him to the Company for serving documents or notices on him.
- (2) Where a document or notice is sent by post, service of the documents of notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the documents 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 acknowledgement due and has deposited with the company a sum sufficient to defray the expenses of doing so, services of the documents or notices shall not be deemed to be effected unless it is sent in the manner intimated by the member and such services shall be deemed to have been effected in the case of notice of meeting, at the expiration of forty-eight hours after the letter containing the documents or notice is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

By Advertisement

180. A document or notice advertised in a newspaper circulating in the neighborhood of the office shall be deemed to be duly served or sent on the day on which the advertisement appears on or to every member who has registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him.

On Joint holder

181. A document or notice may be served or given by the Company on or to the joint holders of a share by serving or giving the documents or notice on or to the joint holder named first in the Register of members in respect of such share.

On personal representatives etc.

182. A document or notice may be served or given by the Company on or to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through post in prepaid letter addressed to them by name or by the titled or representatives of the deceased or assignee of the insolvent or by any like description at the address (if any) in India supplied for the purposes by the person claiming to be entitled, or (until such an address has been so supplied) by serving the documents or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

To whom documents or notices must be served or given

183. Documents or notices of every General Meeting shall be served or given in the same manner herein before authorised on or to (a) every member (b) every person entitled to a share in consequence of the death or insolvency of a member and (c) the Auditor or Auditors for the time being of the Company.

Members bound by documents or notices served on or given to previous holders.

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

Documents or notice by company and signature thereto

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

Service of documents or notice by member

186. All documents or notices to be served or given by members on or to the Company or any officer thereof shall be served or given by sending it to the Company Officer at the Office by post under a certificate of posting or by registered post, or by leaving it at the office.

WINDING UP

Liquidator may divided assets in specie

187. The Liquidator or any winding up (whether voluntary, under supervision of court or compulsory) may, with the sanction of a special resolution, but subject to the rights attached to any preference share capital, divide among the contributories in specie any part of the assets of the Company and may with the like sanction, vest any part of the assets of the company trustees upon such trust for the benefit of the contributories as liquidator, with the like sanction shall think fit.

INDEMNITY AND RESPONSIBILITY

Director's and others right of Indemnity

188. Every officer or Agent for the time being of the Company shall be indemnified out of the assets of the Company against, all liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act, in which relief is granted to him by the Court.

SECRECY CLAUSE

Secrecy Clause

189. (a) Every Director, Manager, Auditor, Secretary, Trustee Member of a Committee, Officer Servant, agent, Accountant or other person employed in the business of this company shall, if so required by the Directors before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Director or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provision in these presents contained.
- (b) No member shall be entitled to visit or inspect any works of the company without the permission of the Directors or to require discovery of or any information respecting any details of the company's trading, or any matter which is or may be in the nature of a trade, secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the company and which in the opinion of the Directors, it would be inexpedient in the interest of the company to disclose.

We, the Several persons, whose names and addresses description and Occupations are hereunto 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.

S. No.	Name (In full) Addresses Description and Occupation of the Subscribers	No. of Equity Shares taken (in words and figures)	Signature of Subscribers	Signature, name addresses,description and occupation of witness.
1.	ATUL KUMAR SETHI S/o Devendra Kumar Sethi No. 1, Moon Palace Colony, Indore Business/Industrialist	20 (Twenty)	Sd/-	
2.	MRS. AMITA SETHI W/o Shri Atul Sethi No. 1, Moon Palace Colony, Indore Housewife	20 (Twenty)	Sd/-	Witness to Signature No. 1 & 2 Sd/- BHAGWANDAS SHARDA Chartered Accountant 120, Jawahar Marg, INDORE
	Total No. of Equity Shares	40 (Forty) Equity Shares		

Dated : 6.1.1988