

# **WPIL LIMITED**

**PUBLIC COMPANY LIMITED BY SHARES**

---

## **MEMORANDUM AND ARTICLES OF ASSOCIATION**

Registered and Incorporated as a Public Limited Company  
on the 26th day of February, 1952.



Company No. 20274

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME**

=====  
In the office of the Registrar of Companies, West Bengal  
[(Under the Companies Act, 1956 (1 of 1956))  
=====

IN THE MATTER of Johnston Pumps India Limited  
2, Fairlie Place, Calcutta – 1

I hereby certify that Johnston Pumps India Limited, which was originally Incorporated on 26th day of February, 1952 under the Indian Companies Act, 1913 and under the name Johnston Pumps India Limited having duly passed the necessary resolution in terms of Section 21/22/(1)(a)/22(1)(b) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

Regional Director Eastern Region Letter No. RD/T/3872 dated 10-1-1983 the name of the said company is this day changed to WORTHINGTON PUMP INDIA LIMITED and this certificate is issued pursuant to section 239(1) of the said Act.

Given under my hand at Calcutta this day of 20th January, 1983  
(One thousand nine hundred eighty three)



Sd/-  
(S. R. V. V. Satyanarayana)

Asstt. Registrar of Companies,  
West Bengal

## CERTIFICATE OF INCORPORATION

No. 20274  
of 1951-52  
692

I hereby certify that "JOHNSTON PUMPS INDIA LIMITED" is this day incorporated under the Indian Companies Act, VII of 1913, and that the Company is Limited.

*Given under my hand at CALCUTTA this Twenty-sixth day of February, One thousand nine hundred Fifty-two.*

Seal of  
Registrar of  
Joint Stock Companies,  
West Bengal,  
under Act  
VII of 1913

Sd/- B. P. Roy  
*Registrar of Joint Stock Companies*  
West Bengal

Stamp Rs. 30/-

**[THE INDIAN COMPANIES ACT, 1913]**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**WPIL LIMITED**

1. The name of the Company is “WPIL LIMITED”
2. The Registered Office of the Company will be situated in the State of West Bengal.
3. The objects for which the Company is established are :-
  - (1) To carry on the business of manufacturers of, dealers in, exporters and importers of vertical turbine pumps for tubewells and of all other kinds of pumps for any purpose whatsoever. To manufacture pumps
  - (2) To carry on the trade or business of manufacturing engineers and of mechanical engineers, machine and engineering tool makers, boiler makers, iron founders, brass founders, millwrights and metal workers and any of them. To carry on business of manufacturing engineers.
  - (3) To supply water for public and private purposes and to carry on the business of a water works company in all its branches. To supply water.
  - (4) To sink wells and shafts and to make, build, construct, lay down and maintain reservoirs, waterworks, cisterns, tanks, culverts, filter beds, main and other pipes, pumps and appliances and to execute and do all other works and things necessary or convenient for obtaining, storing, selling, delivering, measuring, filtering and distributing water or otherwise for the purposes of the Company. To sink wells, etc.
  - (5) To buy and sell all kinds of merchandise, material and machinery, and to carry on a general merchandise business of buying and selling, to act as manufacturers' and others' agents in the buying and selling of all kinds of articles, both manufactured and unmanufactured and in process of manufacture, to import from and export all kinds of goods and materials to foreign countries, as well as to sell all kinds of goods in India, to manufacture all kinds of machinery, merchandise and materials, to take contracts for the erection and repair of buildings, to do all kinds of work and supply all kinds of material in the buildings or repair of all kinds of buildings and to buy and sell on commission all classes and kinds of goods, wares and merchandise. To buy & sell.
  - (6) To manufacture, buy, sell, import and export and deal and trade in manufacturers' and mill supplies, engines, boilers, machinery, tools, machine shops and electrical supplies and appliances, foundry and factory supplies and hardware of all kinds. To manufacture engines etc.
  - (7) To acquire, construct, carry out equip, maintain, alter, improve, develop, manage, work, control and superintend any electric light and gasworks and power, telegraphs and telephones and any huts, markets reservoirs, To construct and superintend.

waterworks, tanks, bridges, coolie lines and houses and bustees, villages, roads, ways, tramways, railways, bridges, canals, reservoirs, squireducts, water-courses, dykes, drains, wharves, dye works, furnaces, crushing works, hydraulic works, workshops, factories, warehouses, sheds, dwellings, offices, shops, stores, buildings and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute to subsidise or otherwise aid by taking part in any such operations.

To carry on business of general manufacturer etc.

- (8) To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal in all factories, works, plant. Machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and bye-products incidental to or obtained in any of the business carried on by the Company.

Purchase, lease, exchange.

- (9) To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for any business of the Company and to purchase, charter, hire, build or otherwise acquire vehicles of any or every sort or description for use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds or passengers and to carry on the businesses of owners of trucks, trams, lorries, motor cars and of ship-owners and lightermen and owners of aircrafts in all or any of their respective branches.

To sell undertaking and property of Company.

- (10) To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, casements, options and others rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up or securities of any other company.

To advance, deposit with or lend money to Government

- (11) To advance, deposit with or lend money, securities and properly to or receive loans or grants or deposits from the Government.

Loans

- (12) To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit.

Financial and commercial obligations

- (13) To undertake financial and commercial obligations, transactions and operations of all kinds.

Guarantee

- (14) To guarantee the performance of the obligations of and the payment of dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interests of its shareholders.

Guarantee and surety.

- (15) To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instrument

(3)

and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations.

- |      |  |   |
|------|--|---|
| (16) | To subscribe for, absolutely or conditionally, purchase or otherwise acquire and to hold, dispose of and deal in shares, stocks and securities or obligations of any other company whether Indian or foreign.  | Holding stocks, shares and securities.                                |
| (17) | To invest any moneys of the Company not for the time being required for any of the purposes of the Company in such investments (other than shares or stock in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments.   | Investment.   |
| (18) | To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital and to purchase, redeem and pay off any such securities.   | Borrowing.  |
| (19) | To draw, make, accept discount, execute and issue bills of exchange, Government of India and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.   | Negotiable instruments.   |
| (20) | To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or Pakistan or elsewhere any patents, patent rights, brevets d'invention, trade marks, designs, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, manufacture under or grant licences or privileges in respect of, or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith. | Patents etc.  |
| (21) | To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.  | To expend money in improving any patents etc.                         |
| (22) | To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.  | To establish research laboratories, colleges and to provide lectures. |
| (23) | To acquire and undertake all or any part of the business property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possession of property suitable for the purposes of the Company.   | Acquire and undertake business.                                       |
| (24) | To take part in the management, supervision or control of the business or operations of any company or undertaking and to act as Directors, Managing Agents, Managers or Secretaries thereof and for that purpose to appoint and remunerate any Directors, Accountants or other experts or agents.   | Management of other companies.  |

(4)

- |  |  |
|--|--|
| Registration of company outside India                                  | (25) To procure the registration of incorporation or recognition of the Company in or under the laws of any place outside India.   |
| Promotion  | (26) To form, incorporate or promote any company or companies, whether in India or Pakistan or in any part of the British Commonwealth of Nations or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other objects or objects which in the opinion of the company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in the manner it shall think fit for services rendered or to be rendered in obtaining subscriptions for or placing or assisting to place or to obtain subscriptions for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of the Company or any stock, shares, bonds, debentures, obligations or securities of any other company held or owned by the Company or in which the Company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other company in which the Company may have an interest. |
| Partnership  | (27) To enter into partnership or into any arrangement for sharing profits or into any union of interests, joint adventure, reciprocal concession or co-operation with any person or persons or company or companies carrying on, or engaged in, or about to carry on or engage in, or being authorised to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.  |
| Government and other concessions and to promote and oppose legislation | (28) To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities imperial, supreme, national, local, municipal or otherwise or any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may appear to be in the interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any company, any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.   |
| Publicity  | (29) To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.  |

- |      |   |  |
|------|---|--|
| (30) | To undertake and execute any trust, the undertaking of which may seem to the Company desirable, and either gratuitously, or otherwise.  | Trusts   |
| (31) | To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in anyway connected with any particular trade or business or with trade or commerce generally including any association, institution or fund for the protection of the interest of masters, owners and employers against loss by bad debts, strikes, combinations, fire, accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly, cooperative and other societies, reading rooms, libraries, educational and charitable institutions, refectories, dinning and recreation rooms, churches, chapels, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever. | To apply assets for establishment of associations connected with Company or for benefit of employees of Company. |
| (32) | To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.  | Labour problems  |
| (33) | To subscribe or guarantee money for any national, charitable, benevolent, political, public, general or useful object or for any exhibition.  | To subscribe money.  |
| (34) | To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company or any Company which is a subsidiary or associate of the Company or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance.  | Provident Institution.   |
| (35) | To distribute all or any of the property of the Company amongst the members in specie or kind.  | Distribution in specie.  |
| (36) | To carry on any other business whether manufacturing or otherwise that may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property real or personal belonging to the Company or in which the Company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.  | Trustee and agency and any other business.   |
| (37) | To do all such things as are incidental or conducive to the attainment of the above objects.  | To do all things, etc.   |

It is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no case is the generality of any one sub-clause to be narrowed or restricted by any particularity of any other sub-clause, nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction ejusdem generis or otherwise.

(6)

Provided that nothing herein contained shall be deemed to empower the Company to carry on the business for banking.

And it is hereby declared that the word "Company", save when used in reference to this Company, in this clause, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, whether domiciled in India or elsewhere

- |  |  |   |
|--|--|---|
| (38)<br>Amended by Special<br>Resolution Passed through<br>Postal Ballot on 21.12.2023     | To carry on the business of Drinking water systems including treatment and distribution, irrigation systems including lift, piped and micro irrigation and industrial process water systems.   | To carry on the business<br>of Drinking water systems |
| (39)<br>Amended by Special<br>Resolution Passed through<br>Postal Ballot on 21.12.2023     | To carry on the business of wastewater systems including drainage and sewage treatment and distribution systems.   | To carry on the business<br>of wastewater system      |
| (40)<br><br>Amended by Special<br>Resolution Passed through<br>Postal Ballot on 21.12.2023 | To carry on business in India and abroad as civil engineers, electrical engineers, mechanical engineers, structural engineers, architects, planners, consultants, developers and to build , construct, acquire, install, survey, design, layout, establish, provide, manage, maintain, handle, operate, administer, lease, transfer all infrastructural projects, water treatment projects, irrigation projects, industrial projects, wastewater projects including demolition, development and construction work and to carry on business as turnkey construction contractors, designers, fabricators, manufacturers, dealers in water treatment machinery, equipment and plants, process and design engineers with or without the use of ultramodern technology such as drones and spatial data mapping for survey, computer aided simulation and system designs and software in system design for treatment and distribution of water for industrial , domestic and other purposes, municipal water treatment, water supply, sewage treatments plants, highways, roads, bridges, underground tunnels, warehouses, storage plants, buildings, townships, wells, dams , canals, power transmission lines, communication centers, earthwork and irrigation infrastructure or any other infrastructural facilities either on build, operate and transfer ( B.O.T) basis and to collect annuity thereon or otherwise and render all services in connection with such infrastructural facilities of industries and community. | To carry on the business<br>in India and abroad       |
| (41)<br><br>Amended by Special<br>Resolution Passed through<br>Postal Ballot on 21.12.2023 | To provide information technology based and enabled services of all kinds including Internet based web activities and transactions, to design, develop, sell, provide, maintain, market, buy, import, export, sell and license computer software, hardware and program products and services or otherwise deal in all kinds of end to end solutions and condition monitoring in connection with the business of process water and drinking water treatment and distribution projects or in the field of engineering.   | To provide information<br>technology                  |
| (42)<br><br>Amended by Special<br>Resolution passed through<br>Postal Ballot on 21.12.2023 | To acquire by purchase, lease, exchange, rent or otherwise, to develop, improve, administer, gift, possess, build on, mortgage, charge or otherwise deal in lands, buildings and any estate or interest therein and any rights over or connected with lands so situate and to turn the same to account as may be expedient and in particular by laying out, developing or assist in developing and preparing land for building purposes and preparing building sites by planning, paving, drawing and by constructing, reconstructing, pulling down, altering, improving, decorating, furnishing and by consolidating or connecting or subdividing properties, leasing, letting or renting, selling (by instalments, ownership, hire purchase basis or otherwise) and otherwise disposing off the same including entering into contracts and arrangements with any Person, Firms, Companies, Government or others as may be necessary for this purpose.  | To acquire by purchase,<br>lease, exchange etc.       |
| Amended by Ordinary<br>Resolution passed through<br>Postal Ballot on 28.01.2026            | 4. The liability of the members is limited.<br><br>5. The Authorised Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve crores) divided into 12,00,00,000 equity shares of Rs.1/- (Rupees one) each with the power of the Company to increase or reduce from time to time its capital and to issue any shares in the equity capital and attach to any class of such shares any preference, right, privileges or priorities in payment of dividend or distribution of assets or other matter or to subject the same to any restriction limitation or conditions and to vary regulation of the company as may be necessary to give effect to the same.  |   |

(7)

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

Name, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber	Name, Address and Description of Witness
DAVID WATUMULL Hotel Ambassador New Delhi Merchant	One	
T.C.W.ROE 29, Netaji Subhas Road Calcutta Solicitor	One	
A.W. TAYLOR 2, Fairlie Place Calcutta Merchant	One	
J. LATIMER 2, Fairlie Place Calcutta Merchant	One	
COLIN B PARK 2, Fairlie Place Calcutta Merchant	One	
A.D. VICKERS 29, Netaji Subhas Road Calcutta	One	
T.C. HORNBY 29, Netaji Subhas Road Calcutta Solicitor	One	
TOTAL	Seven	C.G.O' NEAL Solicitors' Assistant 29, Netaji Subhas Road, Calcutta

Dated the 25th day of February, 1952

**THE COMPANIES ACT, 2013**  
**A COMPANY LIMITED BY SHARES**  
**(Incorporated under Companies Act, 1913)**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**WPIL LIMITED**

**CIN: L36900WB1952PLC020274**

Adopted by Special Resolution passed at Sixty First Annual General Meeting held on 10th August, 2015.

**I. PRELIMINARY**

1. The regulations contained in Table A in the First Schedule to the Companies Act, 2013 except so far as they are herein embodied, shall not apply to this Company, but the regulations for the management of the Company and for the observance of the Members thereof and their representatives, shall subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of, or addition to its regulations by Special Resolution as prescribed or permitted by the said Companies Act, 2013, be such as are contained in these Articles.

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

**II. INTERPRETATION**

2. In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context :
- (a) "The Act" means "The Companies Act, 2013" or any statutory modification or re-enactment thereof for the time being in force in India.
  - (b) "These Articles" means the Articles of Association as now adopted or as altered from time to time by Special Resolution.
  - (c) "The Board" or "the Board of Directors" means the Board of Directors for the time being of the Company.
  - (d) "The Company" means **WPIL LIMITED**.
  - (e) "The Directors" means the collective body of Directors for the time being of the Company.
  - (f) "Dividends" include any interim dividend
  - (g) "Month" means a calendar month.
  - (h) "Office" means the Registered Office for the time being of the Company.
  - (i) "Persons" include corporations, firms as well as individuals.
  - (j) "Proxy" includes Attorney duly constituted under a Power of Attorney.
  - (k) "Register" means the Register of Members of the company required to be kept by Section 88 of the Act.
  - (l) "The Registrar" means the Registrar of Companies of the State in which the Office of the Company is for the time being situated.
  - (m) "Seal" means the Common Seal for the time being of the Company.
  - (n) Words importing the masculine gender also include the feminine gender.

Interpretation Clause.

- (o) Words importing the singular number also include the plural number and vice versa
- (p) "Writing" shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.
- (q) Any words or expressions defined in the Act, shall except where the subject or context forbids, bear the same meaning in these Articles.
- (r) The marginal notes hereto shall not affect the construction of these Articles.
- (s) "Beneficial Owner" shall have the meaning assigned thereto in Section 2 of the Depositories Act, 1996.
- (t) Depositories Act means the Depositories Act, 1996 and included where the context so admits any re-enactment or statutory modification(s) thereof for the time being in force.
- (u) "Depository" shall have the meaning assigned thereto by the Clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996
- (v) "Security" means such security as may be specified by SEBI from time to time.
- (w) "SEBI" means the Securities & Exchange Board of India.

### III. SHARE CAPITAL

- 3. The Authorised Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve crores) divided into 12,00,00,000 equity shares of Rs.1/- (Rupees one) each.  
Authorised Capital
- 4(1) The redeemable Preference Shares shall confer upon the holders there of the right to receive in priority to the holders of the Equity Shares in the capital of the Company a fixed cumulative preferential dividend at the rate of 11% per annum (free of Company's tax but subject to deduction of tax at source under Section 194 of the Income Tax Act, 1961 or any statutory modification or re-enactment thereof for the time being in force) on the capital for the time being paid up thereon. The said Redeemable Preference Shares shall also confer upon the holders thereof the right in a winding up to payment of capital and arrears of dividend whether declared or not upto the commencement of the winding up in priority to the Equity Shares but shall not confer any further right to participate in profits or assets of the Company nor confer any voting rights except as provided in Section 47 of the Act.  
Rights of Preference Shareholders
- 4(2) The redeemable Preference Shares shall be redeemed by the Board of Directors of the Company in accordance with provisions of section 55 of Act. Subject to compliance with the provisions of Section 55 of the Act, redemption of the Redeemable Preference Shares shall be made at par together with a sum equal to the arrears of fixed dividend thereon down to the due date for redemption thereof. Upon redemption of the Redeemable Preference Shares the holders thereof shall be bound to surrender to the Company the certificate or certificates for the shares redeemed and the Company shall pay to such holders the amount payable in respect of such redemption.  
Redemption of Preference Shares
- 5. The Company may from time to time in general meeting by an Ordinary Resolution increase its share capital by the creation of new shares of such amount as it thinks expedient. Subject to the provisions of the Act, the new shares shall be issued upon such terms and conditions and with such rights  
Increase of Capital

and privileges annexed thereto, as the general meeting resolving upon the creation thereof shall direct and if no direction is given by the general meeting as the Board shall determine and in particular such shares may be issued with a preferential of qualified right to dividends and in the distribution of the assets of the Company.

- |     |   |   |
|-----|---|---|
| 6.  | Subject to the provisions of Section 62(1)( c) of the Act where it is proposed to increase the subscribed capital of the Company by the issuance of fresh shares, then the same shall be issued in the manner set out in Section 62(1) (a) & (b) of the Act.  | Section 62 of the Act to apply.                       |
| 7.  | Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for time being (including any shares forming part of any increased capital of the Company) shall be under control of the Board of Directors who may allot or otherwise dispose off the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par.<br><br>Provided that option or right to call of shares shall not be given to any person or persons except with the sanction of the Company in general meeting.   | Shares under the control of Directors.                |
| 8.  | Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares, shall be considered part of the initial capital and shall be subject to the provisions herein contained with reference to the payment of dividend calls and installment, transfer and transmission, forfeiture, lien, surrender, voting and otherwise.   | New capital same as original capital.                 |
| 9.  | Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company are liable, to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.  | Issue of Redeemable Preference Shares.                |
| 10. | The Company may (subject to the provisions of Sections 66 of the Act) from time to time by Special Resolution, reduce its share capital.  | Reduction of capital etc.                             |
| 11. | The Company in general meeting may by an ordinary resolution alter the conditions of its memorandum as follows :-<br><br>(a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;<br><br>(b) sub-divide it shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;<br><br>(c) cancel any shares which, at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the share so cancelled. Whenever the company shall do any one or more of things provided for in the foregoing sub-clauses (a), (b) and (c) the Company shall, within one month thereafter, give notice thereof to the Registrar as required by Section 61 of the Act specifying as the case may be, the shares consolidated, divided, sub-divided or cancelled. | Consolidation, subdivision and cancellation of shares |
| 12. | Subject to the provisions of the Act and these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment of any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services etc. rendered to   | Board may allot shares as fully paid up               |

- the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than in cash, and, if so issued, shall be deemed to be fully paid up or partly paid up shares as the case may be.
- Shares to be numbered progressively and no share to be sub-divided
- Acceptance of shares
- Calls etc. to be a debt payable immediately.
- Installments on shares to be duly paid
- Company not bound to recognize any interest in shares other than of registered holders.
13. The shares in the capital of the Company shall be numbered progressively according to their several denominations, and except in the manner herein mentioned, no shares shall be sub-divided.
  14. An 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.
  15. The money (if any) which the Board shall, on the allotment of any shares being made by it require or direct to be paid by way of call or otherwise, in respect of any shares allotted by them, shall, immediately on the insertion of the name of the allottee in the Register as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
  16. If by the terms of issue and allotment of any share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall when due be paid to the Company by the person, who for the time being and from time to time shall be the registered holder of the shares or his legal representative.
  17. Except as required by law, no person shall be recognized by the company as holding any share upon any trust and the Company shall not be bound by, or be compelled in any way, to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided or as ordered by a Court of competent jurisdiction) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

#### IV. UNDERWRITING AND BROKERAGE

- Commission may be paid
18. The Company may, subject to the provisions of Section 40 of the Act, at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally for any shares in or debentures of the Company or his procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares, in or debentures of the Company, but so that the amount or rate of commission does not exceed in the case of shares, five per cent of the price at which the shares are issued and in the case of debentures, two and a half per cent of the price at which the debentures are issued.

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

#### V. SHARE CERTIFICATES

- Certificate of shares
19. (a) Subject to the provisions of the Companies (Share Capital and debenture) Rules 2014 and any amendment thereof for the time being in force the certificates of title to shares shall be issued under the Seal of the Company which shall be affixed in the presence of and

signed by (i) two Directors or persons acting on behalf of the Directors under a duly registered Power of Attorney and (ii) the Secretary or some other person appointed by the Board for the purpose 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 whole time Director. 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 lithography.

- (b) Every member shall be entitled without payment to one certificate for all the shares of each class or denomination registered in his name or if the Board so approves on payment of such fee or fees at the discretion of the Board or without payment of fees as the Board may from time to time determine, to several certificates each for one or more shares of each class or denomination. Every certificate of shares shall specify the number and denote number of the shares in respect of which it is issued and the amount paid thereon and shall be in such form as the Board shall prescribe or approve, subject however to the regulations of the recognised Stock Exchanges.
20. Subject to the provisions of Section 56 of the Act, the Company shall either within three months after the date of allotment and on surrender to the Company of its letter making the allotment or of its fractional coupons of requisite value (save in the case of issue against letters of acceptance or of renunciation or in case of issue of bonus shares) or within one month of receipt of the application for registration of the transfer, subdivision, consolidation or renewal of any of its shares, transmission of shares as the case may be, deliver the certificates of such shares in accordance with the procedure laid down in Section 20 of the Act.
21. If any certificate be worn out, defaced, torn or be otherwise mutilated or rendered useless from any cause whatsoever, or if there be no space on the back thereof for endorsement of transfers, then upon surrender thereof to the Company, the Board may cause the same to be cancelled and may issue a new share certificate in lieu thereof, without charging any fee in respect thereof and if the certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Board and on such terms as to indemnity as the Board deem adequate, a new certificate in lieu there shall be given to the party entitled to such lost or destroyed certificate on payment of any such sum not exceeding Rupee one as also out of pocket expenses incurred by the Company in investigating evidence as the Board may in its discretion determine.

Member's right to certificate

Transfer and Transmission of Securities.

As to issue of new Certificate in place of one defaced, lost or destroyed.

## VI. CALLS

22. Subject to the terms on which any share may have been issued and subject to the provisions of Section 49 of the Act, the Board may, from time to time, by a resolution passed at a meeting but subject to the conditions hereinafter mentioned, make such calls as it may think fit upon the members in respect of all monies unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium) and each member shall pay the amount of every call so made on him to the Company or where payable to a person other than the Company to the person and at the time or times appointed by the Board. A call may be made payable by installments.

Board may make calls

- |  |  |
|--|--|
| Calls on shares to be made on uniform basis                | 23. Where any calls for share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.   |
| Notice of call   | 24. Fifteen days notice at the least of every call, otherwise than on allotment, shall be given specifying the time of payment, and if payable to any person other than the Company, the name of the person to whom the calls shall be paid provided that before the time for payment of such call the Board may by notice in writing to the members revoke the same.  |
| Calls to date from resolution                              | 25. A call shall be deemed to have been made on the date when the resolution of the Board authorizing such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board.   |
| Board may extend time                                      | 26. The Board may from time to time at its discretion extend the time fixed for the payment of any call.   |
| Amount payable at fixed time or by installments as calls   | 27. If by the terms of issue of any share or otherwise any amount is made payable at any fixed times or by installments (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it was a call duly made by the Board and of which due notice has been given and all the provisions herein contained in respect of calls shall relate to such amount or installment, accordingly.  |
| When interest on call or installment payable               | 28. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof or any extension thereof as aforesaid, the holder for the time being in respect of which a call has been made or the installment shall be due, shall pay interest on the same at such rate as the Board shall fix from the date appointed for the payment thereof to the time of actual payment but the Board may in its absolute discretion waive payment of such interest wholly or in part.   |
| Proof on trial on suit for money due on shares             | 29. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his legal representative for the recovery of any call or other money claimed to be due to the Company in respect of any 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 is entered on the Register as the holder of the shares in respect of which such money is sought to be recovered that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given in pursuance of these Articles and it shall not be necessary to prove the appointment of the Board who made such call nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt. |
| Judgement, Decree partial payment not preclude forfeiture. | 30. Neither a judgement nor a decree in favour of the Company for call or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares, either by way of principal or interest, nor any indulgences by the Company in respect of the payment of any money shall preclude the forfeiture of such shares as herein provided.   |

31. The Board may if it thinks fit, receive from any member willing to advance the same, all or any part of the monies due upon the share held by him beyond the sums actually called for and upon the monies so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate to the member paying such sum in advance as the Board agrees upon and the Company may at any time, repay the amount so advanced upon giving to such member three months' notice in writing. Provided the member making such advance payment shall not be entitled to any voting rights in respect of the monies so paid by him in advance until the same would, but for such payment, become presently payable. Money paid in advance of calls shall not whilst carrying interest confer a right to dividend or to participate in profits.

Payment in anticipation of calls may carry interest.

## VII. FORFEITURE, SURRENDER AND LIEN

32. If any member fails to pay the whole or any part of any call or installment or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any extension thereof as aforesaid, the Board may at any time thereafter during such time as the call or installment or any part thereof or other moneys remain unpaid or a judgment or decree in respect thereof remains unsatisfied, in whole or in part, serve a notice on such member, or on the person (if any) entitled to the share by transmission, requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have been incurred by the Company by reason of such non-payment.
33. The notice aforesaid shall name a day (not being less than fourteen days from the date of the notice) and place or places on and at which the money is to be paid, and the notice shall also state that in the event of non-payment of such money at the time and place appointed, the shares in respect of which the same is owing will be liable to be forfeited.
34. If the requirement of any such notice shall not be complied with every or any share in respect of which the notice is given may at any time thereafter before payment of all call or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
35. When any share is so forfeited, notice of 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 but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
36. Every share so forfeited shall thereupon be the property of the company and may be sold, or otherwise disposed off, upon such terms and in such manner as the Board shall think fit.
37. The Board may at any time before any share so forfeited shall have been sold, or otherwise disposed off, annul the forfeiture thereof upon such conditions as it thinks fit.

If call installment not paid, notice must be given.

Terms of notice.

In default of payment, shares to be forfeited.

Notice of forfeiture to member and entry in Register.

Forfeited shares to be property of the company and may be sold etc.

Power to annul forfeiture

- Member shall be liable to pay money owing at the time of forfeiture and interest
38. Any member whose shares may be forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls and other moneys owing upon the shares at the time of forfeiture together with interest thereon from the time of the forfeiture until payment at twelve percent per annum and the Board may enforce the payment thereof if it thinks fit but shall not be under any obligation to do so.
- Effect of forfeiture
39. The forfeiture of a share shall involve the extinction of all interest in, and also of 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.
- Certificate of Forfeiture
40. A certificate in writing under the hand of a Director or the Secretary that the call or other moneys in respect of a share was or were due and payable and notice thereof given and that default in payment of the call or other monies was made and that the forfeiture of the shares was made by a resolution of the Board to that effect, shall be conclusive evidence of the facts stated therein as against all persons entitled to such share.
- Title of purchaser of forfeited share.
41. The Company may receive the consideration, if any, given for the share on any sale, or disposition thereof and the person to whom such share is sold, or disposed off may be registered as the holder of the share, and shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the same.
- Board may accept surrender of shares
42. The Board may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering on such terms as the Board may think fit.
- Company's lien on shares
43. The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any share be created except upon the footing and condition that Article 17 hereof is to have full effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien if any, on such shares.
- As to enforcing lien by sale
44. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made unless the sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or his committee, curator bonis or other legal representatives as the case may be, and default shall have been made by him or them in the payment of the sum payable as aforesaid for seven days after the date of such notice. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as aforesaid, the certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Board shall be entitled to issue, a new certificate or certificates in lieu thereof to the purchaser concerned. The purchaser shall not be bound to see to the regularity of the

proceedings or to the application of the purchase money 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.

45. The net proceeds of the 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 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 sales. Application proceeds of sale.
- VIII. TRANSFER AND TRANSMISSION OF SHARES**
46. The Company shall keep a book, to be called the 'Register of Transfers' and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share. Register of transfers
47. Shares in the Company shall be transferred in accordance with the relevant provisions of the Act. The instrument of transfer shall be in writing in such form as shall from time to time be prescribed under the relevant provisions of the Act in that behalf. Form of transfer
48. The Company shall not register a transfer of shares in the Company unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee in the prescribed form and in accordance with the requirements of the Section 56 of the Act has been delivered to the Company along with the certificate relating to the shares or if no such certificate is in existence, along with the letter of allotment of the shares. Provided that where on an application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit. Provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law. Transfer not to be registered except on production of instrument of transfer.
49. Subject to the provision of Section 58 of the Act or any statutory modification of the said provisions for the time being in force the Board may, in its absolute and uncontrolled discretion and without assigning any reason decline to register any transfer of shares and in particular may so decline in any case in which the Company has a lien upon the shares or any of them or whilst any monies in respect of the shares desired to be transferred or any of them remain unpaid or unless the transfer is approved by the Board and such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of a transfer shall be conclusive evidence of the approval by the Board. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except a lien. Directors may decline to register transfer
50. If the Company refuses to register the transfer of any share of transmission of any right therein, the Company shall within one month from the date which the instrument of transfer or intimation of transmission was lodged Notice of refusal to be given to transferor and transferee

with the Company send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and thereupon the provisions of Section 58 of the Act or any statutory modification of the said provisions for the time being in force shall apply.

Restrictions on Transfers/  
Consolidations/  
Subdivisions of shares

51. (1) Notwithstanding anything contained in Article 19 (b) the Board of Directors may refuse applications for sub-division or consolidation of Share Certificates into denominations of less than 25 (Twenty five) except when such sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law.
- (2) Notwithstanding anything contained in Article 19 (b) the Board of Directors shall not accept the application for transfer of less than 25 (Twenty five) Equity Shares of the Company, provided, however, this condition shall not apply to :
- (i) a transfer of Equity Shares made in pursuance of any statutory provision or an order of a competent Court of Law;
  - (ii) the transfer of the entire Equity Shares by an existing Equity Shareholder holding less than 25 Equity Shares by a single transfer to a single or joint names;
  - (iii) the transfer of the entire Equity Shares of an existing Equity Shareholder holding less than 25 Equity Shares to one or more transferees whose holding in the Company will not be less than 25 Equity Shares each after the said transfer;
  - (iv) the transfer of not less than 25 Equity Shares in the aggregate in favour of the same transferee in two or more transfer deeds, submitted together within which one or more relate/s to the transfer of less than 25 Equity Shares.

Application for transfer

52. (1) An application for the registration of transfer of the shares in the Company may be made either by the transferor or the transferee.
- (2) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
- (3) For the purpose of sub-clause (2) above, notice to the transferee shall be deemed to have been duly given if it is despatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

Instrument of transfer to be executed by transferor and transferee

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

Transfer by legal representative

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

55. The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Board may decline to register shall on demand be returned to the person depositing the same. The Board may cause to be destroyed all instruments of transfer lying with the Company for a period of ten years or more.
- Custody of instrument of transfer
56. The Board shall have power on giving not less than seven days previous notice by advertisement as required by Section 91 of the Act to close the Register of Transfers and the Register or Registers of Debenture holders, as the case may be of the Company for such period of time not exceeding in the whole 45 days in each year but not exceeding 30 days at a time as it may deem fit.
- Closure of register
57. The executor or administrator of a deceased member or holder of a Succession Certificate in respect of the shares of such member (not being one of two or more joint holders) shall be the only person 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 recognise such executor or administrator or holder of a succession certificate unless such executor or administrator or holder shall have first obtained Probate or Letters of Administration, or other legal representation, as the case may be, from a competent Court in India and having effect in the place where the Office is situated. Provided that in any case, where the Board in its absolute discretion thinks fit, the Board may dispense with the production of Probate or Letters of Administration or other legal representation, and under the next Article register the name of any person who claims to be absolutely entitled to the shares standing the name of a deceased member as a member, upon such terms as to indemnity or otherwise as the Board may deem fit.
- Title to share of deceased holder
58. Subject to the provisions of the Act and these Articles any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon adducing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient and upon such terms as to indemnity or otherwise as the Board may deem fit either register himself as a member in respect of the share or have some person nominated by him and approved by the Board, registered as such member in respect of such shares 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 of the share in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the share. This Article is herein referred to as “the Transmission Clause”.
- Registration of person entitled to shares otherwise than by transfer (transmission clause)
59. Subject to the provisions of the Act and these Articles the Board shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration
- Refusal to register nominee.
60. Every transmission of a share shall be verified in such manner as the Board may require, and the Company may refuse to register any such transmission until the same be so verified.
- Board may require evidence of transmission

Fee on transfer, transmission etc.

61. No fee shall be charged for registration of transfer, grant of probate, grant of letters of administration, certificate of death or marriage, Power or attorney or other similar instruments.

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

62. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto in any book of the Company; and the Company shall not be bound or required to regard or attend or give affect 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 books 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 shall so think fit.

Dematerialisation of Securities.

62 (a)(i) Notwithstanding anything contained in these Articles, the Company shall have powers to dematerialise its shares, debentures and other securities, to rematerialise the same and to offer and issue new shares, debentures or other securities in a rematerialised form in accordance with the provisions of the Depositories Act. The rights and obligations of the concerned parties in respect of the shares, debentures and other securities in the dematerialised form, and all matters connected therewith and/or incidental thereto shall be governed by the provisions of the Depositories Act and relevant provisions of the Act.

62 (a)(ii) Every person subscribing to or holding shares, debentures and other securities of the Company shall have the option to receive certificates therefore or to hold the same with a depository in dematerialised form. A beneficial owner, that is a person whose name is recorded as such in a Depository in respect of the securities, can at any time opt out of the Depository, if permitted by law and in such a case the Company shall, in the manner and within the time as prescribed, issue the required certificates in respect of the subject securities to the beneficial owner.

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

62 (a)(iii) All securities held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Section 89 of the Act shall apply to the Depository in respect of the securities held by it on behalf of the beneficial owners.

62 (a)(iv) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices

and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or by law required and except as aforesaid) be bound to recognize any Benami Trust or Equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.

62 (a)(v) Notwithstanding anything contained in the Act or these Articles to the contrary, where securities are held in a Depository, the records of the beneficial ownerships may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

62 (a)(vi) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.

62 (a)(vii) Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

62 (a)(viii) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company, shall apply to securities held with a Depository.

62 (a)(ix) The Register and Index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and security holders for the purposes of these Articles.

62 (b) Notwithstanding anything contained in these Articles, every holder of shares in or debentures of the Company may, at any time, nominate, in the prescribed manner, a person to whom his/her shares or debentures shall vest in the event of his/her death, and the provisions of Section 72 and 56 of the Act shall apply in respect of such nomination.

Nomination facility

#### IX. MODIFICATION OF CLASS RIGHTS

63 (1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that Class) may, subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

Power to modify rights

(2) To every such separate meeting the provisions of these Articles relating to general meetings shall apply *mutatis mutandis*.

#### X. JOINT-HOLDERS

64. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-holders with benefits of

Joint holders

survivorship subject to the following and other provisions contained in these Articles.

Company may refuse to register more than 4 persons.

Joint and several liabilities for all payments in respect of shares

Title of survivors

Receipt of one sufficient.

First of the joint-holders to receipt certificate and documents.

Votes of Joint holders.

- (a) The Company shall be entitled to decline to register more than four persons as the Joint-holders of any share;
- (b) The Joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments, which ought to be made in respect of such shares;
- (c) On the death of any such Joint-holders, the survivor or survivors shall be the only person or persons, recognised by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and 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;
- (d) Only the person whose name stands first on the Register may give effectual receipts of any dividends or other monies payable in respect of such shares;
- (e) Only the person whose name stands first on the Register as one of the Joint-holders of any share shall be entitled to delivery of certificate relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in Article 205) from the Company and any document served on or sent to such person shall be deemed service on all the Joint-holders;
- (f) Any one of Joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such Joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the Register in respect of such share shall alone be entitled to vote in respect thereof provided always that a Joint-holder present at any meeting personally shall be entitled to vote in preference to a Joint holder present by proxy although the name of such Joint-holder present by proxy stands first or higher (as the case may be) in the Register in respect of such shares. Several executors or administrators of a deceased member in whose (Deceased Member's) sole name any share stands shall for the purpose of this sub-clause be deemed Joint-holders.

## XI. BORROWING POWERS

Power to borrow

65. Subject to the provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Board shall have power from time to time at its discretion to accept deposits from public and members of the Company either in advance of calls or otherwise and generally to raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company; provided that the aggregate of the amount raised borrowed or secured at any time together with the monies already borrowed by the Company (apart from temporary loans as defined in Section 180 of the Act, obtained from the Company's bankers in the ordinary course of business) and remaining outstanding and undischarged at the time shall not without the consent of the company by a special resolution, 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.

66. Subject to the provisions of the Act and these Articles the Board may be a resolution at a meeting of the Board raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debentures, debenture stock, or any mortgage or charge or other security, on the Undertakings or on the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being. Conditions on which money may be borrowed
67. Any bonds, debenture stock or other securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions and in such manner and for such considerations as it shall consider to be for the benefit of the Company. Bonds, Debentures, etc. to be under the control of the Board.
68. Debentures, debenture stocks, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Securities may be assignable free from equities.
69. Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, drawings, allotment of shares, appointment of Directors and otherwise, and except in the case of debentures and debenture stock as to attending at general meeting of the Company. Debentures, debenture stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Issue of document etc. or special privilege
- Provided that debentures, debenture stocks, bonds or other securities with a right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.
70. If any uncalled capital of the Company is included in or charged by any mortgage or other security the Board shall subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed. Mortgage of uncalled capital
71. Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any, sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability. Indemnity may be given.
72. A proper Register of Mortgages and charges shall be kept by the Company under section 85 of the Act, and the provisions of the Act shall be duly complied with in respect of all mortgages and charges and modifications and the satisfactions thereof. Register of charges.

## XII. GENERAL MEETINGS

73. Subject to the provisions contained in Sections 96 and 129 of the Act, the Company shall in each year hold, in addition to any other meeting, a general meeting as its Annual General Meeting, and shall specify, the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Annual General Meeting

Provided that if the Registrar, for any special reason, extends the time within which any Annual General Meeting shall be held, then such Annual General Meeting may be held within such extended period.

Annual General Meeting when to be held.

74. Every Annual General Meeting shall be called for a time during business hours, and on such day (not being a national holiday), as the Board may from time to time determine and it shall be held either at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situated.

General Meetings

75. All General Meetings other than the Annual General Meetings (except in the case where an Extraordinary General Meeting is convened under Article 77 hereof) shall be called General Meetings.

Board may call Extra Ordinary General Meeting.

76. The Board may, whenever it thinks fit call a General Meeting.

Calling of Extra Ordinary General Meeting on requisition

77. (1) The Board of Directors shall, on the requisition of such number of members of the Company as hold, in regard to any matter at the date of deposit of the requisition, not less than one tenth of such of the paid-up capital of the Company as at the date carries the right of voting in regard to that matter, forthwith proceed duly to call an Extra-Ordinary General Meeting of the Company and the provisions of Section 100 of the Act (including the provisions below) shall be applicable.

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

(3) The requisition may consist of several documents in like form, each signed by one or more requisitionists.

(4) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (1) above shall apply separately in regard to each such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in the sub-clause are fulfilled.

(5) If the Board does not, within twenty-one days, from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than forty-five days from the date of the deposit of the requisition, the meeting may be called by the requisitionists themselves or by such of the requisitionists as represent either a majority in value of the paid-up share capital held by all of them or not less than one-tenth of such of the paid-up share capital of the Company as is referred to in sub-clause (1) above whichever is less.

(6) A meeting called under sub-clause (5) above by the requisitionists or any of them shall be called in the same manner, as nearly as possible, as that in which General Meetings are to be called by the Board, but shall not be held after the expiration of three months from the date of the deposit of the requisition.

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

78. A general meeting of the company may be called by giving not less than clear twenty-one day's notice in writing or through Electronic mode provided that, a general meeting may be called after giving shorter notice than twenty-one days, if consent is accorded thereto;
- Notice of Meeting
- Provided that in the case of any other meeting by members of the Company holding not less than ninety-five percent of such part of the paid-up share capital of the Company as gives a right to vote at that meeting.
- Provided further that where any members of the Company are entitled to vote only on some resolution or resolutions to be moved at the meeting and not on the others, those members shall be taken into account for purpose of this sub-clause in respect of the former resolution or resolutions but not in respect of the latter.
79. (1) Every notice of a meeting of the Company shall specify the place, the day and hour of the meeting and shall contain a statement of the business to be transacted thereat.
- Contents of Notice.
- (2) In every notice there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, to attend and vote instead of himself, and that a proxy need not be a member of the Company.
80. (a) In the case of Annual General Meeting all business to be transacted at the meeting shall be deemed special, with the exception of business relating to:-
- Special Business.
- the consideration of the Audited Financial Statements and the Reports of the
- (i) Directors and that of the Auditors thereon;
- (ii) the declaration of dividend;
- (iii) the appointment of Directors in the place of those retiring; and
- (iv) the appointment and the fixing of the remuneration of Auditors.
- (b) In the case of any other meeting all business shall be deemed special.
- (c) Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting, a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein of every Director, and the Manager, if any.
- Provided however, that where any item of special business as aforesaid to be transacted at a meeting of the Company relates to, or affects, any other company, the extent of shareholding interest in that other company of every Promoter, Director, Manager, and every other key managerial personnel if any, of the Company, shall also be set out in the Statement, if the extent of such shareholding interest is not less than twenty per cent of the paid up share capital of that other company.
- (d) Where any item of business to be transacted at the meeting of the company consists of according the approval of the meeting to any document, the time and place where the document can be inspected shall be specified in the Explanatory statement.
81. Notice of every meeting shall be given to every member of the Company in any manner authorised by Section 20 of the Act and these Articles. It shall be given in the above manner to the persons entitled to a share in consequence of the death or insolvency of a member and representatives
- Service of Notice of General Meetings.

of the deceased, or assignees of the insolvent, or by any like description, at the address if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred.

Notice to be given to the Auditors.

82. Notice of every meeting of the Company shall be given to the Auditor or Auditors for the time being in force of the Company in any manner authorised by Section 20 of the Act, in the case of any member or members of the Company.

As to Omission to give notice..

83. The accidental omission to give notice of any meeting to, or the non receipt of any notice, by any member or person to whom it should be given shall not invalidate the proceedings at the meeting.

Resolution requiring special notice.

84. Where, by any provision contained in the Act special notice is required of any resolution, notice of the intention to move the resolution shall be given to the Company, and the Company to the members, as provided in Section 115 of the Act, which section shall otherwise also be duly complied with.

### XIII. PROCEDURES AT GENERAL MEETINGS

Quorum at General Meeting.

85. Minimum of number of members entitled to vote and present in person as provided in section 103 of the Act, shall be a quorum for a general meeting. No business shall be transacted at any general meeting unless the quorum requisite, be present at the commencement of the business.

If Quorum not present, meeting to be dissolved or adjourned..

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

Adjourned meeting to transact business.

87. If at any adjourned meeting also a quorum is not present within half an hour of the time appointed for holding the meeting the members present, whatever their number or the amount of shares held by them shall be a quorum and shall have power to decide upon all the matter which could properly have been disposed off at the meeting from which the adjournment took place.

Chairman at General Meeting.

88. The Chairman (if any) of the Board shall, if willing, preside as Chairman at every General Meeting, but if there be no such Chairman, or in case of his absence or refusal, some one of the Directors (if any be present) shall be chosen to be the Chairman of the Meeting.

In Case of their absence or refusal a member may act.

89. If at any meeting a quorum of members shall be present, and chair shall not be taken by the Chairman of the Board or by a Director, at the expiration of fifteen minutes, from the time appointed for holding the meeting or if before the expiration of that time all the Directors shall decline to take the chair. the members present shall on a show of hands choose one of their number to be the Chairman of the meeting.

Business confined to election of Chairman whilst Chair vacant.

90. (1) No business shall be discussed at any general meeting except the election of the Chairman whilst the Chair is vacant.  
(2) If a Poll demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles, the Chairman elected on a show of hands exercising all the

- powers of the Chairman under the act and these Articles.
- (3) If some other person is elected as Chairman as a result of the poll he shall be the Chairman for the rest of the meeting.
91. The Chairman may, with the consent of any meeting at which quorum is present, and shall if so directed by the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfurnished at the meeting from which the adjournment took place.
92. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting .Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
94. At any general meeting, unless a poll is (before or on the declaration of the result of voting on any resolution on show of hands) ordered by the Chairman either of his own motion, or upon demand by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on such resolution not being less than one-tenth of the total voting power in respect of such resolution, or on which an aggregate sum of not less than Rupees five lakh has been paid up, a declaration by the Chairman that the resolution has or has not been carried either unanimously, or by a particular majority, and an entry to that effect in the book containing the Minutes of the Proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of, or against the resolution.
95. (1) Except on the question of the election of a Chairman or of adjournment as aforesaid, a poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made, as the Chairman may direct.
- (2) Subject to the provisions of the act, the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.
- (3) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
96. Where a poll is to be taken, the Chairman of the meeting shall appoint such number of persons, as he deems necessary to scrutinize the poll process and votes given on the poll and to report thereon to him in the manner as provided in rule 21 of Companies (Management and Administration) Rules, 2014 which may be amended from time to time.
97. Except on the question of election of Chairman or adjournment, the demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
98. At every Annual General Meeting of the Company there shall be laid on the table the Directors Report, Audited Financial statements, Auditors' Report (if not already incorporated in the Audited Financial statements), the proxy register with proxies and the Register of Directors' and key managerial personnel and their shareholding maintained under Section 170 of the Act. The Auditors' report shall be read before the Company in the Meeting only if it contains qualifications observations or comments on financial transactions or matters which have any adverse effect on the
- Chairman with consent may adjourn meeting.
- Notice to be given where a meeting adjourned for 30 days or more.
- Demand for poll.
- Time and manner of taking poll.
- Scrutineers at poll.
- Demand for poll not to prevent transaction of other business.
- Reports, Statements and Registers to be laid on the table

.Registration of  
certain Resolutions  
and Agreements.

functioning of the Company.

99. A copy of each of the following resolutions (together with a copy of the statement of material facts annexed under Section 102 of the Act to the notice of the meeting in which such resolution has been passed) or agreements shall, within thirty days of the passing or making thereof, be printed or typewritten and duly certified under the signature of an officer of the Company and filed with the Registrar viz:
- (a) special Resolution
  - (b) resolutions which have been agreed to by all the members of a Company, but which, if not so agreed to, would not have been effective for their purpose unless they have been passed as special resolutions ;
  - (c) any resolution of the Board of Directors of a Company or agreement executed by a Company, relating to the appointment, re-appointment or renewal of the appointment, or variation of the terms of appointment, of a Managing Director;
  - (d) resolutions or agreements which have been agreed to by any class of members but which, if not so agreed to, would have been effective for their purpose unless they have passed by a specified majority or otherwise in some particular manner; and all resolutions and agreements which effectively bind such class of members though not agreed to by all those members;
  - (e) resolutions passed by a Company according consent to the exercise by its Board of Directors of any of the powers under clause (a) and clause (c) of sub section (1) of section 180;
  - (f) resolutions requiring a Company to be wound up voluntarily passed in pursuance of section 304 ;
  - (g) resolutions passed in pursuance of sub-section (3) of Section 179 and
  - (h) any other resolution or agreement as may be prescribed and placed in the public domain

Minutes of General  
Meeting and Board  
Meeting

100. The Company shall cause minutes of all proceedings of every General Meeting and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board, 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 the pages consecutively numbered. Each page of every book shall be initialled or signed and the last page of the record of proceedings of such meeting in such books shall be dated and signed(s) in the case of minutes of proceedings of a meeting of the Board or a Committee thereof, by the Chairman of the said meeting or the Chairman of the next succeeding meeting and (b) in the case of minutes or proceedings of a General Meeting, 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 authorised by the Board for that purpose. In no case the minutes of the proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

Inspection of  
Minute Books of  
General Meeting.

101. The books containing the minutes of general meetings of the Company shall be kept at the Registered Office and be open during business hours,

to the inspection of any member without charge subject to such restrictions as have been provided by these Articles or as the general meeting may impose in accordance with Section 119 of the Act. Any member shall be entitled to be furnished within the period prescribed by the Act after he has made a request in that behalf to the Company with a copy of the minutes referred to above on payment of thirty-seven paise pe every one hundred words or fractional part there of required to be copied.

Publication of reports of proceedings of General Meetings.

102. No report of the proceedings of general meeting of the company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the minutes of the proceedings of such meeting.

#### XIV. VOTES OF MEMBERS

Votes may be given by proxy or attorney.

103. Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate by a representative duly authorised under section 113 of the Act.

Voting rights.

104. Subject to the provisions of the Act (and particularly of Section 47 and 50 thereof) and of these Articles:

- (1) Upon a show of hands every member holding equity shares and entitled to vote and present in person (including an attorney or a representative of a body corporate duly authorised under Section 113 of the Act) shall have one vote;
- (2) Upon a poll the voting right of every member holding equity shares are entitled to vote and present in person (including a body corporate present as aforesaid) or by proxy shall be in proportion to his share of the paid –up equity capital of the Company;
- (3) The voting right of every member holding preference shares shall upon a show of hands or upon a poll subject to the provisions, limitations and restrictions laid down in Section 47 of the Act.

No voting by proxy on show of hands.

105. No member not personally present shall be entitled to vote on a show of hands unless such member is a body corporate present by attorney or by representative duly authorised under Section 113 of the Act in which case such attorney or representative may vote on a show of hands as if he was an individual member of the Company.

No member to vote unless calls are paid up.

106. Subject to the provisions of the Act, no member shall be entitled to be present or to vote at any General Meeting either personally or by proxy or attorney or be reckoned in a Quorum or exercise any other privilege as a member unless all calls or other sums presently payable by him in respect of shares held by him in the Company have been paid.

Votes in respect of deceased, insolvent members.

107. Any person entitled under the Transmission Clause (Article 58 hereof) to transfer any shares may vote at any General Meeting in respect thereof as if he was the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Board of his rights to transfer such shares, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Right of member to use his votes differently

108. On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy, or other person entitled to vote for him as the

Howmember  
non compos mentis  
or minors may vote.

Proxies.

case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

109. If any shareholder be a lunatic, idiot or non compos mentis, the vote in respect of his share or shares shall be by his committee or other legal guardian.

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

(2) Every proxy shall be appointed by an instrument in writing signed by his appointer or by his attorney duly authorised in writing or, if the appointer is a body corporate, be under its Seal or be signed by an officer or an attorney duly authorised by it. A person shall not act as proxy on behalf of the members not exceeding fifty and holding in aggregate shares not more than 10% of the share capital of the Company.

Deposit of  
instrument of  
appointment

111. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at the office of the Company or such place or places (if any) as may be specified for that purpose in the notice convening the meeting not less 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. An attorney shall not be entitled to vote unless the power of attorney or other instrument appointing him or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding meeting at which the attorney proposes to vote or is deposited at the office of the Company not less than forty-eight hours before the time fixed for such meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the company, the company may by notice in writing addressed to the member or the attorney given at least fourteen days before the meeting, require him to produce the original power of attorney or authority and unless the same is thereupon deposited with the Company not less than forty-eight hours before the time fixed for the meeting the attorney shall not be entitled to vote at such meeting unless the Board in its absolute discretion excuse such non-production and deposit.

Form of proxy.

Custody of the  
instrument.

112. An instrument appointing a proxy shall be in any of the forms prescribed under the Act.

113 If any such instrument of appointment be confined to the object of the appointing an attorney or proxy only for attending General Meeting(s) of the Company it shall remain permanently or for such time as the Board may determine in custody of the Company, and if embracing other objects, a copy thereof, examined with the original shall be delivered to the Company to remain in its custody.

Inspection of  
proxies.

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

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

115. A vote given in accordance with the terms of an instrument of proxy or by an attorney shall be valid, notwithstanding the previous insanity or lunacy or death of the principal or revocation of the proxy or of any power of attorney, as the case may be, or of any power of attorney under which such proxy, was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the insanity, lunacy, death, revocation or transfer shall have been received at the Office before the meeting.
116. Subject to the provisions of the Act and these Articles, no objection shall be made as to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote, whether given personally or by proxy or any other means hereby authorised and not disallowed at such meeting or poll, shall be deemed valid for all purposes of such meeting or a poll whatsoever.
117. Subject to the provisions of the Act and these Articles the Chairman of any meeting shall be the sole Judge determining the validity of every vote tendered at such meeting. Subject as aforesaid the Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
- 117A. The Company may pass such resolution by Postal Ballot in the manner prescribed by Section 110 of the Act and such other applicable provisions of the Act and any future amendments or re-enactments. Notwithstanding anything contained in the provisions of the Act, the Company, being a listed Company, shall in the case of a resolution relating to such business, as the Central Government may, by notification, declare to be conducted only by Postal Ballot, get such resolution passed by means of a Postal Ballot instead of transacting the business in the general meeting of the Company.

Time for objection to votes.

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

Postal Ballot.

#### XV. DIRECTORS

118. (1) The number of Directors shall not be less than three nor more than fifteen.
- (2) At the date of adoption of these Articles, the Directors of the company are:
1. Mr. V. N. AGARWAL
  2. Mr. PRAKASH AGARWAL
  3. Mr. K. K. GANERIWALA
  4. Mr. S. N. ROY
  5. Mr. BINAYA KAPOOR
  6. DR. U. K. MUKHOPADHYAY
  7. MRS. RITU AGARWAL
119. Any trust Deed for securing debentures or debenture stock may, if so arranged, provide for the appointment from time to time by the trustees thereof of by the holders of debentures or debenture stock, of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture stock from time to time to remove any director so appointed.
120. The Board may appoint any person as a Director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s at the option of the institution. such Nominee Director/s shall not be required to hold

Number of Directors.

Debenture Directors.

Nominee Directors.

any share qualification in the company. Also at the option of the institution such Nominee Director/ s shall not be liable to retirement by rotation of Directors, Subject as aforesaid, the Nominee Directors shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

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

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

The Company shall pay to the Nominee Director/s sitting fees and expenses which the other Directors of the Company are entitled, but if any other fees, commissions, monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the institution and the same shall accordingly be paid by the company directly to the institution. Any expenses that may be incurred by the corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the institution or as the case may be to such Nominee Director/s.

Provided that any such Nominee Director/s is an officer of the institution, the sitting fees, in relation to such Nominee Director/s shall also accrue to the institution and the same shall accordingly be paid by the Company directly to the institution.

Provided also that in the event of the Nominee Director/s being appointed as Whole-time Director/s, such Nominee Director/s shall exercise such powers and duties as may be approved by the institution and have such rights as are usually exercised or available to a Whole-time Director in the management of the affairs of the Company. Such Nominee Director/ s shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the institution.

Appointment of  
Alternate Director.

121. The Board may appoint an Alternative 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 and such appointee, whilst he holds as an Alternative Director, shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly. An alternate Director appointed under this Article shall vacate office if and when Original Director returns to the said State. If the term of office of the Original Director is determined before he so returns to the said State any provision in the Act or in these Articles for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director. No person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an

- Independent Director under the provisions of the Act
- Casual Vacancy.
122. If an office of a Director appointed by the Company in general meeting is vacated before his term of office will expire in the normal course, the resulting casual vacancy may be filled by the Board at a meeting. Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid.
- Appointment of Additional Director.
123. Subject to the provisions of Article 118, the Board shall have the power at any time, and from time to time, to appoint a person as an Additional Director. Such Additional Director shall hold office only upto the date of the next Annual General Meeting or last day on which the Annual General Meeting should have been held, whichever is earlier but shall be eligible for election by the Company at that meeting as a Director.
- Qualification of Directors.
124. A Director shall not be required to hold any share in the Company as a qualification share.
- Directors' remuneration.
125. Unless otherwise determined by the Company in general meeting each Director (other than a Managing Director and a Director in the wholetime employment of the Company) shall be entitled to receive out of the funds of, the Company for each meeting of the Board or a Committee thereof attended by him such fee as may from time to time be determined by the Board but not exceeding such sum as may from time to time be prescribed by or under the Act and applicable to the company.
- Payment of Commission to Non-Executive Directors.
- 125(a) Subject to the provisions of the Act and such approvals, consents, permissions and sanctions as may necessary from the appropriate authorities or bodies, the Company may pay remuneration to a Director (who is neither in the whole-time employment of the Company nor a Managing Director) either by way of monthly, quarterly or annual payment or by way of commission on percentage of the Net Profit of the Company.”
- Directors may act notwithstanding vacancy.
126. The continuing Directors may act notwithstanding any vacancy in their body, but so that subject to the provisions of the Act, if the number falls below the minimum above fixed and notwithstanding the absence of a Quorum, the Directors may act for the purpose of increasing the number of Directors to that fixed for the Quorum or for summoning a general meeting of the company.
- When office of Director to be vacated.
127. (1) The office of a Director shall become vacant in case :
- a) he incurs any of the disqualifications specified in section 164 ;
  - b) he absents from all the meetings of the Board of directors held during the period of twelve months with or without seeking leave of absence of the Board ;
  - c) he acts in contravention of the provisions of section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested ;
  - d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184 ;
  - e) he becomes disqualified by an order of a court or Tribunal ;
  - f) he is convicted by a court involving moral turpitude or otherwise and sentence to imprisonment for not less than six months ;  
provided that office shall be vacated by the director even he has filed an appeal against the order of such court ;

- g) he is removed in pursuance of the provisions of this Act ;
- h) he, having been appointed a director by virtue of his holding any office and other employment in the holding, subsidiary or associate company, ceases to hold such office or other employment in that company;
- Resignation.
- (2) Subject to the provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Company or to the Board.
- Related party transactions
128. (1) Except with consent of the Board of directors given by a resolution at a meeting of the Board and subject to such conditions as may be prescribed under Rules 15 of the companies (Meetings of Board and its powers) Rules 2014 no company shall enter into a contract or arrangement with a related party with respect to:
- sale, purchase or supply of any goods or materials ;
- (b) selling or otherwise disposing of, or buying property of any kind ;
- (c) leasing of property of any kind ;
- (d) availing or rendering of any services
- (e) appointment of any agents for purchase or sale of goods, materials, services or property ;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company,
- Provided that no contract or arrangement in case of a company having paid up share capital not less than such amount or transactions not exceeding such sum as specified in Rule 15(3) of the Companies (Meeting of Board and its powers) Rules 2014 shall be entered into except with the prior approval of the company by a special resolution;
- Provided that nothing stated aforesaid under this clause shall apply to any transaction enter into by the Company in its ordinary course of business other than transaction which is not on an arm's length basis
- Where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board or approved by a special resolution in the general meeting under sub-section of section(1) 188 of the act, and if it is not ratified by the Board or as the case may be, by the shareholders at a meeting within three month from the date on which such contract or arrangement was entered into , such contract or arrangement shall be voidable at the option of the Board and if the contract or arrangement is with a related party to any director or is authorized by any other director, the director concerned shall indemnify the company against any loss incurred by it.
- Disclosure of interest by Directors
- (2) Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms or other association of individuals which shall include the shareholding, by giving a notice in writing in

form MBP1

- (3) Every director of a company who is in any way whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into
- (a) with a body corporate in which such director or such director in association with any other director, holds more than two per cent shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate ; or
  - (b) with a firm or other entity in which, such director is a partner, owner or member, as the case may be ;
- shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting ;
- provided that where any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested.
- (4) Any contract or arrangement entered into by the company without disclosure under sub -clause (3) above or with participation by a director who is concerned or interested in any way, directly or indirectly in the contract or arrangement, shall be voidable at the option of the Company.
- (5) Nothing in above sub-clauses (2),(3) and (4) shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the one company or two or more of them together holds or hold not more than two per cent of the paid up share capital in the other company.
- 6) An interested Director shall not take part in the discussion of, or vote on, any contract or arrangement, entered into, shall his presence be counted for the purpose of forming quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void.
129. (1) Every Company shall keep one or more registers giving separately the particulars of all contracts or arrangement to which sub-section (2) of section 184 or section 188 applies, in such manner and containing such particulars as specified in Rule 16 of the Companies (Meeting of Board and its powers) Rules 2014 and after entering the particulars, such registers shall be placed before the next meeting of the Board and signed by all directors present at the meeting.
- (2) Every director or key managerial personnel shall, within a period of thirty days of his appointment or relinquishment of, his office, as the case may be, disclose to the company the particulars specified in sub-section (1) of section 184 relating to his concern or interest in the other associations which are required to be included in the register under that sub-section such other information relating to himself as specified in Rule 16 of the Companies (Meeting of Board and its powers) Rules 2014
- (3) The register referred to under sub-clause (1) above shall be kept at the registered office of the Company and it shall be kept open for inspection at such office during the business hours and extracts may

Interested Director not to participate or vote in Board proceedings.

Register of contract or arrangement.

be taken therefrom, and copies thereof as may be required by any member of the Company shall be furnished by the Company within seven days from the date of request made by the member upon payment of fee of rupees ten per page.

The register to be kept under this section shall also be produced at the commencement of every annual general meeting of the company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

Nothing contained in sub-clause (1) above shall apply to any contract or arrangement relating to the sale, purchase or supply of any goods materials or services if the value of such goods and materials and cost of such services does not exceed five lakh rupees in aggregate in any year.

Directors may be Directors of Companies promoted by the Company.

130. A Director may become a Director of any Company promoted by the Company or in which it may be interested as a vendor, shareholder or otherwise, and, subject to the provisions of the Act and these Articles, no such Director shall be accountable for any benefits received as Director or share holder of such company.

Register of Directors and Key Managerial personnel and their shareholdings.

131. (1) Every Company shall keep at its registered office a register containing such particulars of its directors and key managerial personnel as specified in rule 17 of the Companies (Appointment and qualification of Directors) Rules 2014 which shall include the details of securities held by each of them in the Company or its holding, subsidiary, subsidiary of company's holding company or associate companies under sub-section (1) of section 170.

(2) A return containing such particulars as specified in rule 18 of the Companies (Appointment and qualification of Directors) Rules 2014 of the directors and key managerial personnel shall be filed with the Registrar with thirty days from the appointment of every directors and key managerial personnel as the case may be, and within thirty days of any change taking place.

Members' right to inspect

132. (1) The register kept under sub-section (1) of section 170-

(a) shall be open for inspection during business hours and the members shall have a right to take extracts therefrom and copies thereof, on a request by the Members, be provided to them free of cost within thirty days; and

(b) shall also be kept open for inspection at every annual general meeting of the company and shall be made accessible to any person attending the meeting.

Loan to Directors

133. Save as otherwise provided in this Act, no company shall, directly or indirectly advance any loan, including any loan represented by a book debt, to any of its director or any other person in whom director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person ;

provided that nothing as stated in above clause shall apply to the giving of any loan to a managing or whole-time director –

- (a) as a part of the conditions of service extended by the company to all its employees ; or
- (b) pursuant to any scheme approved by the members by a special

resolution.

## XVI. RETIREMENT AND ROTATION OF DIRECTORS

134. (1) Not less than two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation and, save as otherwise expressly provided in the Act, be appointed by the Company in general meeting.
- (2) At every Annual General Meeting of the Company one-third of such of the Directors for the time being are liable to retire by rotation or if their number is not three or multiples of three, then the number nearest to one third, shall retire from office.
135. Subject to the provisions of the Act, the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons 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.
136. Subject to the provisions of the Act, a retiring Director shall be eligible for re-appointment.
137. Subject to the provisions of the Act and these Articles the Company at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacancy by appointing the retiring Director or some other person thereto.
138. (1) 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, or if that day is a national holiday, till the next succeeding day which is not a national holiday at the same time and place.
- (2) If at the adjourned meeting also, the vacancy of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless:
- (a) at the meeting or at the previous meeting a resolution for the re-appointment of such Director has been put up to the meeting and lost;
  - (b) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
  - (c) he is not qualified or is disqualified for appointment;
  - (d) a resolution, whether special or ordinary is required for the appointment or re-appointment by virtue of any provisions of the Act; or
  - (e) Section 162 is applicable to the case.
139. (1) No person not being a Retiring Director in terms of provisions of section 152 of the Act, shall be eligible for appointment to the office of director at any General Meeting unless he or some member intending to propose him has not less than fourteen days before the

Ascertainment of Directors retiring by rotation

Eligibility for re-appointment

Company to fill vacancy

Provisions in default of appointment

Notice of candidature of office of Director.

meeting left at the office a Notice in writing under his hand signifying his candidature of Director or the intention of such member to propose him as a candidate for that office as the case may be along with deposit of Rs.1,00,000/- which will be refunded to such person or as the case may be to such member if the person succeeds in getting elected as a Director or gets more than twenty five percent of total valid votes cast either on show of hands or on poll on such resolution.

- (2) A person appointed as a Director (other than retiring director) shall not act as director unless he gives his consent to hold the office as director and such consent has been filed with the Registrar within thirty days of appointment.

Removal of  
Directors.

#### XVII. REMOVAL OF DIRECTORS

140. (1) The Company may (subject to the provisions of Section 169 of the Act and these Articles) remove any Director before the expiry of his period of Office.
- (2) Special notice as provided by Section 115 of the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
- (3) On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
- (4) Where notice is given of a resolution to remove a Director under this Article and the Director concerned with respect thereto makes representations in writing to the Company (not exceeding a reasonable length) and requests their notification to members of the Company, the Company shall, unless the representations are received by it too late for it to do so, (a) in any notice of the resolution given to members of the Company, state the fact of the representations having been made, and (b) send a copy of the representations to every member of the Company, and if a copy of the representations is not sent as aforesaid because they were received too late or because of the Company's default the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting. Provided that the copies of the representations need not be sent or read out at the meeting if on the application either of the Company or of any person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by the sub-clause are being abused to secure needless publicity of defamatory matter.
- (5) A vacancy created by the removal of a Director under this Article may if he had been appointed by the Company in General Meeting or by the Board be filled by the appointment of another Director in his stead by the meeting at which he is removed; provided special notice of the intended appointment has been given under sub-clause (2) hereof. A Director so appointed shall hold the office until the date upto which his predecessor would have held office if he had not been removed as aforesaid.
- (6) If the vacancy is not filled under sub-clause (5) it may be filled as a casual vacancy in accordance with the provisions of the Act.
- (7) A Director who was removed from office under this Article shall not be re-appointed as a Director by the Board.

- 8) Nothing contained in this article shall be taken :-
- a) as depriving a person removed thereunder of any compensation or damage payable to him in respect of the termination of his appointment as Director of or any appointment terminating with that as Director ; or
  - b) as derogating from any power to remove a Director which may exist apart from this Article.

#### XVIII INCREASE OR REDUCTION IN THE NUMBER OF DIRECTORS

141. Subject to the provisions of the Act and these Articles the Company may by ordinary resolution from time to time increase or reduce the number of Directors within the limits fixed by the Article 118

The Company may increase or reduce number of Directors

#### XIX. PROCEEDINGS OF DIRECTORS

142. Subject to the provisions of section 173 of the act, the company shall hold minimum of four meeting of its Board of directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board.

Meeting of Directors

143. A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means ; provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, shall be present at the meeting.

Notice of the Meeting.

provided further that in case of absence of independent director from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any

Quorum

144. Subject to the provisions of Section 174 of the Act, the quorum for a meeting of the Board of Directors shall be one third of its total strength (excluding the number of Directors , if any, whose places may be vacant at the time, and any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher; provided that where at any time the 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 and are present at the meeting, not being less than two shall be quorum during such tie. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the act or these Articles for the time being vested in or exercisable by the Board generally.

Adjournment of the meeting for want of quorum

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

Chairman

146. The Directors may from time to time elect one of their body to be the Chairman of the Board.

Who to preside at the meeting of the Board.

147. All meetings of the Board shall be presided over by Chairman, if present, but if at any meeting of Board the Chairman is not present at the time appointed for holding the same, the Directors shall choose one of the

- Question at Board Meeting how decided.
- Directors may appoint Committee
- Meetings of the Committees how to be governed
- Resolution by circulation
- Act of the Board or Committee valid notwithstanding defect in appointments.
- Minutes of proceedings of Board of Directors and committee to be kept
- Directors then present to preside at the meeting.
148. Subject to section 186 & 203 of the Act questions arising at any meeting of the Board shall be decided by a majority of votes and in case of equality of votes the Chairman shall have a second or casting vote.
149. Subject to the provisions of the Act and these Articles the Board may delegate any of its powers to Committees consisting of such member or member of its body as it may think fit, and it may from time to time revoke and discharge any such committee either wholly or in part, and either as to persons or purpose, but every committee so formed shall, in the exercise of the powers so delegated conforms to any regulations which may from time to time be imposed on the Board All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointments but not otherwise, shall have the like force and effect as if done by the Board. Subject to the provisions of the act, the Board may from time to time fix the remuneration to be paid to any member or members of the Body constituting a committee appointed by the Board in terms of these Articles and may pay the same.
150. The meetings and proceedings of any such Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as same are applicable thereto and are not superseded by any regulation made by the Board under the last preceding Article.
151. (1) Subject to the provisions of the Act a resolution passed by circulation without a meeting of the Board or a Committee of Board appointed under Article 149 shall subject to the provisions of Clause (2) hereof and the Act be as valid and effectual as resolution duly passed at a meeting of Board or of a committee duly called and held.
- (2) 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 members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through electronic means and has approved by majority of the directors or members who are entitled to vote on the resolution ;
- Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.
- A resolution under this sub-clause shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.
152. Subject to the provisions of the Act and these Articles, all acts done by any meeting of the Board, a committee of the Board or by any person acting as a Director shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were or was disqualified be as valid as if every such person had been duly appointed, and was qualified to be a Director.
153. The Company shall cause Minutes of the meeting of the Board and of Committees of the Board to be duly entered in a book or books provided

for the purpose in accordance with provisions of Article 100 hereof. The Minutes shall contain a fair and correct summary of the proceedings at the meeting including the followings:

- ‘(i) the names of the Directors present at the meeting of the Board or of any Committee of the Board;
- ‘(ii) all orders made by the Board and Committee of the Board and all appointments of officers and Committees of Directors;
- (i) all resolutions and proceeding of meetings of the Board and Committee of the Board.
- (ii) In the case of each resolution passed at a meeting of the Board or Committee of the Board, the names of the Directors, if any, dissenting from or not concurring in the resolution.

- 154 Minutes of any meeting of the Board or any Committees of the Board if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be for all purpose whatsoever prima facie evidence of the actual passing of the resolution recorded and the actual and regular transactions or occurrence of the proceedings so recorded and the regularity of the meeting at which the same shall appear to have taken place.

Board Minutes to be evidence

#### XX POWER OF DIRECTORS

- 155 (1) Subject to the provisions of the Act and the Articles, the Board shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do; provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other Act, by the Memorandum or the Articles or otherwise to be exercised or done by the Company in General Meeting. Provided further in exercising such power or doing any such act or thing the Board shall be subject to the provisions contained in that behalf in the act, or in the Memorandum or in the Articles or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting.
- (2) No regulation made by the Company in General Meeting shall invalidate any prior any prior act of the Board which would have been valid if that regulation had not been made. been valid if that regulation had not been made.
156. The Board shall exercise the following powers only with the consent of the Company by a special resolution, namely;
- (a) Sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertakings;
  - (b) invest otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation.
  - (c) borrow moneys in excess of the limits provided in Article 65 of the Articles;

Generalpower of Directors

Consent of the Company necessary for exercise of certain powers.

Certain powers to be exercised by the Board only at meeting

- (d) remit, or give time for repayment of any debt due by a Director.
157. (1) The Board of Directors of the Company shall exercise the following powers on behalf of the Company by means of resolutions passed at the meeting of the Board, namely:-
- (a) to make calls on shareholders in respect of money unpaid on their shares ;
  - (b) to authorize buy-back of securities under section 68
  - (c) to issue securities, including debentures, whether in or outside India;
  - (d) to borrow monies ;
  - (e) to invest the funds of the Company ;
  - (f) to grant loan or give guarantee or provide security in respect of loans ;
  - (g) to approve financial statement and Board's report;
  - (h) to diversify the business of the company ;
  - (i) to approve amalgamation, merger or reconstruction
  - (j) to take over a company or acquire a controlling or substantial stake in another company;
- (2) Every resolution delegating the power referred to in sub-clause (1) (d) shall specify the total amount outstanding at any one time upto which money may be borrowed by the delegate. Provided, however, that where the Company has an arrangement with its Banker for the borrowing of monies by the way of Overdraft, cash credit or other accounts by mean of which the arrangement is made is availed of shall not require the sanction of the Board.
- (3) Every resolution delegating the power referred to in sub-clause (1) (e) shall specify the total amount upto which the fund may be invested and the nature of investments which may be made by the delegate
- (4) Every resolution delegating the power referred to in sub-clause(1)(f) shall specify the total amount upto which loans may be made by the delegate, the purpose for which the loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.

Specific powers of the Board

158. Without prejudice to the powers conferred by the Article 155 and so as not in any way to limit or restrict those powers, and without prejudice to other power conferred by these Articles, but subject to the restrictions contained in the last preceding two Articles and in the Act it is hereby declared that the Board shall have the following powers, that is to say, powers:-

To pay commission

- (1) To pay any commission or interest lawfully payable under the provisions of Sections 40 of the Act.

To acquire property.

- (2) Subject to the provisions of Section 179 and 188 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 as it may think fit; and in any such purchase or their

- acquisitions to accept such title as the Board may believe or may be advised to be reasonably satisfactory.
- (3) Subject to the provisions of the Act, to purchase or take on lease for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out-house thereon, situate in any part of India, at such price or rent, and under and subject to such terms and conditions as the Board may think fit; and in any such purchase, lease or other acquisition proceedings to accept such title as the Board may believe or may be advised to be reasonably satisfactory.
- (4) To erect and construct, on the said land or lands, buildings, houses, warehouses, and sheds and to alter, extend and improve the same; to let or lease the property of the Company, in part or in whole, for such rent, and subject to such conditions as may be thought advisable; to sell such portion of the lands or buildings of the Company as may not be required for the purpose of the Company; to mortgage the whole or any portion of the property of the Company for the purpose of the Company to sell the whole or any portion of the machinery or stores belonging to the Company.
- (5) At its 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 securities of the Company or any such shares may be issued either as fully paid-up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- (6) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as the Board may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company either separately or jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
- (7) To open accounts with any bank or bankers or with any Company firm or individual and to pay money into and draw money from any such account from time to time as the Board may think fit.
- (8) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as the Board may think fit.
- (9) To purchase or otherwise acquire for the Company any property (moveable or immovable) rights, or privileges, at or of such price or consideration and generally on such terms and conditions as the Board may think fit.
- (10) To accept from any member so far as may be permissible by law, a surrender of his shares, or any part thereof on such terms and conditions as shall be agreed upon.
- (11) To appointment any person or persons (whether incorporated or
- To purchase lands and factories
- To erect buildings etc.
- To pay for property in share, debenture etc.
- To insure
- To open accounts with Banks.
- To secure contracts by mortgage.
- To purchase movable or immovable property.
- To accept surrender of shares.
- To appoint trustees.

- not) to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purposes; and to execute and do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
- To bring and defend actions etc.
- (12) To institute, conduct, defend, compound, or abandon any legal proceedings, by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts, due, or of any claims or demands by or against the Company, and to refer any claims or demands by or against the Company or any differences to arbitration and observe and perform any awards made thereon, and any reference to arbitration may be in accordance with the provisions of the Arbitration Act, 1940.
- To act in insolvency matters.
- To make and give receipts etc.
- (13) To act on behalf of the Company in all matters relating to bankrupts and insolvents.
- To invest moneys.
- (14) To make and give receipts releases, and other discharges for monies payable to the Company and for the claims and demands of the Company.
- (15) Subject to the provisions of Sections 179, 180 and 186 of the Act to invest and deal with any monies of the Company not immediately required for the purpose thereof, upon such security (not being shares of this Company), or without security and in such manner as the Board may think fit and from time to time vary or realise such investments. Provided that save as permitted by Section 187 of the Act, all investments shall be made and held in the Company's own name.
- To execute mortgage
- (16) To execute in the name of the and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety for the benefit of the Company such mortgages of the Company's property (present and future) as the Board may 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.
- To issue indemnities etc.
- (17) to issue indemnities, guarantees, counter indemnities, counter guaranties etc. on behalf of the Company to companies, Institution, trusts (except when the Directors of the Company are interested.).
- To authorize acceptance
- (18) To determine from time to time who shall be entitled to sign, on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend, warrants, releases, contracts and documents and to give the necessary authority for such purpose.
- To distribute bonus
- (19) To distribute by way of bonus amongst the staff of the Company share of shares in the profits of the Company, and to give to any officer or other person employed by the Company a Commission on the profits of the Company and to give any officer or other persons employed by the Company a commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company.
- To provide for the welfare of employees
- (20) To provide for the welfare of the employees or ex-employees of the Company or its predecessors in business and the wives, widows and families or the dependants or connections of such persons by

building or contributing to the buildings or houses or dwelling or quarters or by grants of monies pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments or by creating from time to time subscribing or contributing to provident funds and other associations, institutions, funds, profit sharing or other schemes, or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Board shall think fit.

To subscribe  
Charitable and other  
funds

- (21) Subject to the provisions of Section 181 of the Act to subscribe or contribute or otherwise to assist or to guarantee money to charitable benevolent, religious, scientific, national, public or any other institutions, objects or purpose or for any exhibition.

To create  
depreciation and  
other funds

- (22) Before recommending any dividends to set aside out of the profits of the Company such sums as the Board may think proper for depreciation to the credit of a Depreciation Fund, General Reserve, Reserve Fund, Sinking Fund or any special or other Fund or Funds or accounts to meet contingencies, to repay Redeemable Preference Shares, debentures or debenture-stock, for special dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the Company and/or for such other purposes, (including the purposes referred to in the last two preceding sub-clauses, as the Board may in its absolute discretion think conducive to the interest of the Company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by the Act) as the Board may think fit. And from time to time to deal with and vary such investments and dispose off and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Board (subject to such restrictions as aforesaid) in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which it expends the same or any part thereof may be matters to or upon which the capital of the Company might rightly be applied or expended and to divide "the Reserve, General Reserve of the General Reserve Fund into such special funds as the Board may think fit, and to employ the assets, constituting all or any of the above funds or accounts, including the Depreciation Fund in the business of the Company or in the Company, or in the purchase or repayment of Redeemable Preference Shares, debentures or debenture-stock and that without being bound to keep the same separate from the other assets, and without being bound to pay or allow interest on the same with power however to the Board at its discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.

To appoint  
employees.

- (23) To appoint, and at its discretion remove or suspend such managers, secretaries, executives, consultants, advisers, officers, assistants, clerks, agents and servants for permanent, temporary or special services as it may from time to time think fit, and to determine their powers and duties, and fix their salaries, emoluments or remunerations and to require security in such instances and to such amounts as the Board may think fit.

Local office.

- (24) From time to time and at any time to establish any Local offices for managing any of the affairs of the Company in any specified locality

- Delegation. in India or elsewhere and to appoint any persons to be members of such Local offices or any manager or agents and to fix their remuneration.
- (25) Subject to the provisions of Section 179 of the Act and these Articles from time to time, and at any time to delegate to any such Local Board or any member or members thereof or any managers or agents so appointed, any of the powers, authorities, and discretions for the time being vested in the Board and to authorise the members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation under sub-clause (23) of this sub-clause, 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.
- Power Attorney. (26) At any time and from time to time by Power of Attorney, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles and excluding the powers which may be exercised only by the Board of Directors under the Act of these Articles) and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment may (if the Board thinks fit) to be made in favour of any of the members of any Local Board established as aforesaid or in favour of any Company or the members, Directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.
- To delegate. (27) Generally subject to the provisions of the Act and these Articles to delegate the powers, authorities, and discretions vested in the Board to any person, firm, company or fluctuating body of persons as aforesaid.
- May make contracts. (28) Subject to the provisions of the Act and these Articles for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company, to enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as the Board may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.
- Registers, books and documents. 159. (1) The Company shall keep and maintain Registers, Books and Documents as required by the Act or these Articles, including the following namely:-
- (a) Register of Investments made by the Company but not held in its own name as required by Section 187 of the Act;
  - (b) Register of Mortgages, Debentures and Charges as required by Section 85 of the Act;
  - (c) Register of Members and Index of Members as required by

Section 88 of the Act;

- (d) Register and Index of Debenture holders as required by Section 88 of the Act;
- (e) Foreign Register, if necessary, as required by Section 88 of the Act;
- (f) Register of contracts in which Directors are interested as required By Section 189 of the Act;
- (g) Register of Directors, and Key managerial personnel and their shareholdings pursuant to Section 170 of the Act;
- (h) Register of loans and Investments made by the Company as required by Section 186 of the Act;
- (i) Books of Account as required by Section 128 of the Act;
- (j) Copies of Instruments creating any charges requiring registration as required by Section 85 of the Act;
- (k) Copies of Annual Returns prepared under Section 92 of the Act together with the copies of Certificates required under Section 92 of the Act;
- (l) Register of Renewed and Duplicate Certificates. The Registers, books and documents kept by the Company shall be maintained in conformity with the applicable provisions of the Act and such of them as are under the Act required to be kept open for inspection by such persons as may be entitled thereto respectively, under the Act, on such day and during such business hours, as may, in that behalf be determined in accordance with the provisions of the Act, or these Articles and extracts shall be supplied to the persons entitled thereto in accordance with the relevant provisions of the Act or these Articles.

Power to appoint  
Managing Director.

#### XXI. MANAGING DIRECTOR

- 160. Subject to the provisions of the Act, the Directors may, from time to time appoint one or more of their body to be the Managing Director or Managing Directors of the Company, for a a term not exceeding five years at a time and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their places. A Managing Director appointed under the provisions of this Articles shall be an ex-officio Director and shall not be liable to retirements by rotation of the Directors.
- 161. A Managing Director on ceasing to hold the office of Director from any cause shall, ipso facto and immediately cease to be the Managing Director.
- 162. The remuneration of a Managing Director may from time to time be fixed by the Directors, and may be by way of fixed salary, and allowances or commission or dividends, profits or turnover of the Company, or of any other Company in which the Company is interested, or by participation in any such profits, or by any, or all of those modes.
- 163. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under the Articles by the Directors as they may think fit, and may confer

To what provisions  
he shall be subject  
to.

Remuneration  
of Managing  
Director.

Powers and Duties  
of the Managing  
Director.

Company Secretary

such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may confer such powers, either collaterally with, or to the exclusion of, and in substitution for all or any of the powers of the Directors in that behalf; and may from time to time revoke, withdraw, alter or vary all or any of such powers.

## XXII. COMPANY SECRETARY

164. Subject to the provisions of section 203 of the Act, the Board shall appoint an individual possessing the required qualifications as a Secretary of the Company for such term at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the Board. Subject to the provisions of Section 205 of the Act, read with rule 10 of the Companies (appointment and remuneration of managerial personnel) Rules. the Secretary shall be responsible for maintaining registers required to be kept under the Act, for making the necessary returns to the Registrar, for getting the necessary documents registered with the Registrar and for carrying out all other administrative and ministerial acts, duties and functions which a Secretary of a Company is normally supposed to carry out, such as giving the necessary notices to the members, preparing minutes of the meetings of members and of Board and of any Committee of Board and maintaining minutes books and other statutory documents and he shall carry out and discharge such other functions and duties as the Board or the Managing Director may from time to time require him to do.

The Seal, its custody and use.

## XXIII. THE SEAL

165. 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 the time being, and the Seal shall never be used except by or under the authority of the Board or a Committee of Directors.
166. 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 of the Company, be signed by any two Directors or one Directors and the Secretary or one Director and such other person as the Board may appoint in whose presence the Seal shall have been affixed. Acertificate of shares shall be signed as provided in Article 19.”

Deeds how executed

Seal Abroad.

Division of Profits.

167. The Company may exercise the powers conferred by Section 2(60) of the Act and such powers shall accordingly be vested in the Board.

## XXIV. DIVIDEND

168. The profits of the Company subject to special rights if any, relating thereto created or authorized to be created by the Memorandum or these Articles and subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid-up on the shares held by them respectively. Provided always that (subject as aforesaid) any capital paid-up on a share during the period in respect of which a dividend is declared shall unless the Board otherwise determine, only entitle the holder of such share, to an apportioned amount of such dividend as from the date of payment.

Capital Paid up in advance at interest not to earn dividends.

169. Where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest confer a right to participate in profits. Dividends in proportion to amount paid up.
170. The Company may pay dividends in proportion to the amount paid-up or credited as paid-up on each share, where a larger amount is paid-up or credited as paid-up on some shares than on others. Company in General Meeting may declare a dividend.
171. (1) The Company in general meeting may declare a dividend to be paid to the members according to their respective rights and interests in the profits, and subject to the provisions of the Act, may fix the time for payment. When a dividend has been so declared, the warrant in respect thereof shall be posted within thirty days from the date of the declaration to the shareholders entitled to the payment of the same. But not larger than recommended by Directors.
- (2) No larger dividend shall be declared than is recommended by the Board, but the Company in general meeting may declare a smaller dividend. Subject to the provisions of the Act, and in particular Section 127 thereof no dividend shall be payable except out of the profits of the year or so other undistributed profits of the Company, and the declaration of the Board as to the amount of the net profits of the Company shall be conclusive. Interim Dividend.
172. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as in its judgement the position of the Company justifies. Retention of Dividends until completion of transfer under Article 58.
173. Subject to the provisions of the Act, the Board may retain the dividends payable upon shares in respect of which any person is, under Article 58 hereof entitled to become a member, or which any person under that Article is entitled to transfer, until such person shall become a member in respect of such shares, or shall duly transfer the same. No member to receive dividend whilst indebted to the company against shares.
174. No member shall be entitled to receive any dividend in respect of his share or shares whilst any moneys may be due or owing from him to the Company in respect of such share or shares, either alone or jointly with any other person or persons; and the Board may deduct from the dividend payable to any member all sums of money from him to the Company. Transfer of shares must be registered.
175. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer by the Company and where applicable the company shall comply with the requirements of section 126 of the Act. To whom dividend warrant will send.
176. A dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders to that one of them first named in Register in respect of the joint holding. Every such cheque 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 lost in transmission or for any dividend lost to the member or person entitled thereto, by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means. No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with all the provisions of Section 226 of the Act, in respect of unclaimed or unpaid dividend. Dividend and call together.
177. Any general meeting declaring a dividend may make call on the members for such amount as the meeting fixes, but so that the call on each member

Dividend to be payable in cash.

shall not exceed the dividend payable to him and so that the call made earlier be payable at the same time as the dividend and that the dividend may, if so arranged between the Company and the members be set off against the calls.

Capitalisation.

178. No dividend shall be payable except in cash. Provided that nothing in this Article shall be deemed to prohibit the capitalisation of profits or reserves of the Company for the purpose of issuing fully paid up Bonus Shares or paying up any amount for the time being unpaid on any shares held by the members of the Company.

## XXV. CAPITALISATION

179. (1) Any general meeting may upon recommendation of the Board resolve that any amount outstanding to the credit of the Share Premium Account or the Capital Redemption Reserve Account or any money forming part of the undivided profits (including profits or surplus monies arising from the realisation of any capital assets of the Company) standing to the credit of the General Reserve, Reserve or any Reserve Fund or any other fund of the Company or in the hands of the Company and available for dividend may be capitalised. Any such amount may be capitalised:-

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

Provided that any amounts standing to the credit of the Share Premium Account may be applied in;

- (i) paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares;
  - (ii) in writing off the preliminary expenses of the Company;
  - (iii) in writing off the expenses of or the commission paid or discount allowed on any issue of shares or debentures of the Company; or
  - (iv) in providing for the premium payable on the redemption of any Redeemable Preference Shares. Provided further that any amount standing to the credit of the Capital Redemption Reserve Account shall be applied only in paying up unissued shares of the Company to be issued to the members of the Company as fully paid bonus shares.
- (2) Such issue and distribution under sub-clause (1)(a) above and such payment to the credit of unpaid share capital under sub-clause (1)(b) above shall be made to, among and in favour of the members or any class of them or any of them entitled thereto and in accordance with their representative rights and interests and in proportion to the amount of capital paid-up on the shares held by them respectively in respect of which such distribution under sub-clause (1)(a) or payment under sub-clause (1)(b) above and shall be on the footing that such members become entitled thereto as capital.
- (3) The Board shall give effect to any such resolution or apply portion of the profits, General Reserve Fund or any other fund or account

as aforesaid as may be required for the purpose of making payment in full for the shares, debentures or debenture-stock, bonds or other obligations of the Company so distributed under sub-clause (1)(a) above or (as the case may be) for the purpose of paying, in whole or in part, the amount remaining unpaid on the shares which may have been issued and are not fully paid-up under sub-clause (1)(b) above provided that no such distribution or payment shall be made unless recommended by the Board and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capitalized sum.

- (4) For the purpose of giving effect to any such resolution the Board may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates or coupons and may vest any such shares, fractional certificates or coupons, debentures, debenture-stock, bonds or other obligations in trustees upon such trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for the acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or coupons or otherwise as it may think fit.
- (5) Subject to the provisions of the Act and these Articles, in case where some of the shares of the Company are fully paid up and others are partly paid only, such capitalisation may be effected by the distribution of further shares in respect of the fully paid shares, and by crediting the partly paid shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid up shares, and the partly paid shares the sum so applied in the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied pro-rata in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.
- (6) When deemed requisite a proper contract shall be filed with the Registrar in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the members entitled as aforesaid and such appointment shall be effective.

Books of Accounts  
to be kept.

## XXVI. ACCOUNTS

- 180 (1) The Company shall keep at the Registered Office proper books of account as required by Section 128 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 took place;
  - (b) all sales and purchases of goods by the Company; and
  - (c) the assets and liabilities of the Company.
  - (d) The items of cost in case provisions of section 148 are made applicable from time to time.

Provided that all or any of the books of account as aforesaid

may be kept as such other place in india as the Board may decide and when the Board so decides, the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.

Books to give true fair and view of the Company's affairs.

2) If the Company shall have a branch office, whether in or outside India, proper books of account relating to the transactions effected at that office shall be kept at that office and proper summarised returns made upto date at intervals of not more than three months, shall be sent by the branch office to the Company at the Office or other place in India as the Board thinks fit where the said books of the Company are kept.

181 (1) All the aforesaid books shall give a true and fair view of the affairs of the Company or of its branch office, as the case may be with respect to the matters aforesaid, and explain the transactions.

‘(2) The books of account shall be open to inspection by any Director during business hours as provided in Section 128 of the Act and also by the Registrar or other Officer authorised by the Central Government in this behalf.

Inspection by Members

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

Financial Statements to be laid before AGM

182. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in a general meeting.

Financial Statements

183. At every Annual General Meeting of the company, the Board of Directors of the company shall lay before such meeting financial statements for the financial year.

184 (1) Subject to the provisions of 129 of the Act, the financial statements shall give a true and fair view of the state of affairs of the Company, comply with the accounting standards notified under section 133 and shall be in the forms as provided in Schedule III provided that the item contained in such financial statements shall be in accordance with the accounting standards;

(2) Where the company has one or more subsidiaries, it shall, in addition to the financial statements provided in Article 183 prepare a consolidated financial statements of the company and of all the subsidiaries in the same form and manner and that of its own which shall also be laid before the annual general meeting of the company along with laying of its financial statements under Article 183 above;

Provided that the company shall also attach along with its financial statement, a separate statement containing the salient features of the financial statements of its subsidiary or subsidiaries as provided in rule 5 of the Companies (Accounts) Rules 2014;

- (3) The provisions of the act applicable to the preparation, adoption and audit of the financial statements of holding company shall, mutatis mutandis apply to the consolidated financial statements as provided in sub-clause (2) of this Article.
- 185 (1) The financial statement including consolidated financial statement, if any, shall be approved by the Board of Director before they are signed on behalf of the Board at least by the chairperson of the Company authorized by the Board or by two directors out of which one shall be managing director and the chief executive officer, if he is a director in the company, chief financial officer, and the company secretary of the company, wherever they are appointed, for submission to the auditor for his report thereon.
- (2) The auditor report shall be attached to every financial statement.
- (3) There shall be attached to statements laid before a company in general meeting a report by its Board of directors, which shall include-
- (a) the extract of annual return as provided as provided under sub-section (3) of section 92;
  - (b) the number of meeting of the Board;
  - (c) Directors' Responsibility Statement;
  - (d) a statement of declaration given by independent director under sub-section (6) of section 149
  - (e) in case of a company covered under sub-section (1) of section 178, company's policy on director appointment and remuneration including criteria for determining qualifications, positive attitude, independence of a director and other matters provided under sub-section (3) of section 178;
  - (f) explanations or comments by the Board on every qualification, reservation or adverse report or disclaimer made-
    - (i) by the auditor in his report; and
    - (ii) by the company secretary in practice in his secretarial audit report;
  - (g) Particulars of Loans, Guarantee or investments under section 186;
  - (h) Particulars of contract or arrangements with related parties referred to in sub-section (1) of Section 188 in the prescribed form;
  - (i) the state of the company's affairs;
  - (j) the amounts, if any, which it proposes to carry to any reserves;
  - (k) the amounts, if any, which it recommends should be paid by the way of dividend;
  - (l) materials changes and commitments, if any, affecting the financial position of the Company which between the end of the financial year of the company to which the financial statement relates and the date of report;
  - (m) the conservation of energy, technology absorption, foreign exchange earnings and outgo in the manner provided in rule 8 of the Companies (Accounts) Rules 2014.

- Board Report.
- (n) a statement indicating development and indication of a risk management policy for the company including identification therein the element of risk, if any, which in the opinion of the Board may threaten the existence of the company;
  - (o) the details of the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year;
  - (p) other matters as prescribed in rule 8 of the Companies (Accounts) Rules 2014.

- Right to members to have copies of financial statements
- (4) The Board report or any annexure thereto shall be signed by the chairperson of the company if he is authorized by the Board and where he is not so authorized, shall be signed by at least two directors, one whom shall be managing director;

- Annual Returns
- 186. The company shall comply with the requirements of Section 136 of the Act.

#### XXVII. ANNUAL RETURNS

- Appointment of Auditors
- 187. The Company shall file the requisite Annual Returns in accordance with Sections 92 of the Act.

#### XXVIII. AUDIT

- Casual Vacancy
- 188. (1) Subject to the provisions of this Chapter, X of the Act, the Company shall at the first annual general meeting, appoint an auditor to hold the office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting
  - (2) the company shall place the matter relating to such appointment for ratification by members at every general meeting.
  - (3) The Company shall within 15 days of the meeting in the auditors has been appointed shall inform the auditor as to its appointment and also file a notice of such appointment with the Registrar.
  - (4) The company shall not appoint audit firm as auditor for more than two terms of five consecutive years
  - (5) Subject to the provisions of sub-section (1) of section 139 and the rules made thereunder, retiring auditor may be re-appointed at an annual general meeting, if-
    - (a) he is not disqualified for re-appointment;
    - (b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and
    - (c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.

- Removal of Auditors
- 189. Any casual vacancy in the office of the auditor shall be filled by the Board of Directors within thirty days. However, where such vacancy has been caused due to resignation of auditor, such appointment shall be approved by the company at a general meeting convened within three months of the recommendation of the Board and the auditor so appointed shall hold the office till the conclusion of the next annual general meeting.

190. (1) The auditor appointed under section 139 of the Act may be removed from his office before the expiry of his term only by a special resolution of the company, after obtaining the previous approval of Central Government.
- (2) Special notice shall be required for a resolution at an annual general meeting appointing as auditor a person other than a retiring auditor, providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has completed a consecutive tenure of four years or eight years as the case may be as provided under sub-section (2) of section 139.
- 191 (1) The persons qualified for appointment as Auditors shall only be those referred to in section 141 of the Act,
- (2) None of the persons mentioned in Section 141 of the Act as being not qualified for appointment as Auditor shall be appointed as Auditor of the Company
192. The remuneration of the Auditor shall be fixed by the Company in the General Meeting in such manner as the Company may in the General Meeting determine except that the remuneration of any Auditors appointed to fill up any casual vacancy may be fixed by the Board.
193. The Company shall comply with the provisions of sub-sections 8 & 9 of Section 143 of the Act in relation to the Audit of the Accounts of Branch Office of the Company.
194. (1) The Auditor of the Company shall have a right to access at all times to the books and vouchers of the Company and shall be entitled to require from the Directors and the officers of the Company such information and explanation as may be necessary for the performance of duties of the Auditors.
- (2) Provided that the Auditor of a company which is a holding company shall also have the right of access to the records of all its subsidiaries insofar as it relates to the consolidation of its financial statements with that of its subsidiaries.
- (3) All notices and other communication relating to any General Meeting of the Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditors of the Company; and the auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business that concerns him as Auditor.
- (4) The Auditor shall make a report to the Members of the Company on the accounts examined by him and on every financial statements which are required by or under this Act to be laid before the Company in General Meeting and the report shall after taking into account the provisions of this Act, the Accounting and Auditing Standards and the matters which are required to be included in the Audit Report under the provisions of this Act, or any rules made thereunder or under any order made under sub-section (11) of Section 143 and to the best of his information and knowledge, the said accounts, financial statements give a true and fair view of the state of the Company's affairs as at the end of its financial year and the profit & Loss and cash flow for the year.
- (5) The Auditor Report shall also state-

Qualification of Auditors

Disqualification of Auditors

Remuneration of Auditors

Audit of Branch Office

Auditors to have access to the Books of Company

Auditors right to vacate notice of General Meeting

Auditors' Report

- (a) Whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;
  - (b) Whether in his opinion proper books of account as required by law have been kept by the Company so far as appears from his examination of those books and proper returns adequate for the purpose of his audit have been received from branches not visited by him;
  - (c) Whether report on the accounts of any branch office of the Company audited under sub-section (8) by a person other than the Company's Auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;
  - (d) whether company's balance sheet and profit & Loss account dealt with in the report are in agreement with books of account and returns;
  - (e) whether, in his opinion, the financial statements comply with the accounting standards.
  - (f) the observations and comments of the auditors on the financial transactions or matters which have any adverse effect on the functioning of the Company;
  - (g) Whether any director is disqualified from being appointed as a director under sub-section (2) 164
  - (h) any qualification, reservation or adverse remark relating to maintenance of accounts and other matter connected therewith;
  - (i) whether the company has adequate internal controls system in place and the operating effectiveness of such control.
- (6) Where any of the matters referred to in this Article is answered in the negative or with a qualification, the Auditor Report shall state the reasons for the answer.

195. Financial Statements of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within the said period the Accounts shall forthwith be corrected and henceforth shall be conclusive.

#### XXIX SERVICE OF DOCUMENTS

196. (1) A document may be served on a Company or an officer thereof by sending it to the Company or the officer at the registered office of the Company by registered post or by speed post or by courier service or by leaving it at the registered office or by means of such electronic or other mode as prescribed under rule 35 of the Companies (Incorporation) Rules, 2014
- (2) A document may be served on Registrar or any member by sending it to him by post or registered post or by speed post or by courier or by delivering at his office or address or by such electronic or other

mode as prescribed under rule 35 of the Companies (Incorporation) Rules, 2014.

- (3) A Member may request for delivery of any documents through a particular mode for which he shall pay such fee as may be determined by the Company in General Meeting.
197. Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which, previous to his name and address being entered on the Register, shall have been duly served on the person from whom he derives the title in such share.
198. Any notice to be given by the Company may be signed by the Managing Director or by any other Director or Secretary or such officer as the Board may appoint. The signature to any notice to be given by the Company may be written or printed or rubber stamped or lithographed.

### XXX AUTHENTICATION OF DOUMENTS

199. Save as otherwise provided in the Act,
- (a) a document or proceeding requiring authentication by a Company
  - (b) a contract made by or on behalf of the Company may be signed by an key managerial personnel or an officer of the Company duly authorized by the Board in this behalf.

Distribution of  
Assets

### XXXI. WINDING UP

200. Upon the winding up of the Company, the holders of Preference Shares, if any, shall be entitled to be paid all arrears of preferential dividend whether earned or declared down to the commencement of winding up and also to be repaid the amount of capital paid up or credited as paid up on such Preference Shares held by them respectively. In priority to the Equity Shares, but shall not be entitled to any other further rights to participate in profits or assets. Subject as aforesaid and to the rights of any other holders of shares entitled to receive preferential payment in the event of the winding up of the company, the holders of the Equity Shares shall be entitled to be repaid the amount of capital paid up or credited as paid up on such shares and all surplus asssets thereafter shall belong to the holders of the Equity Shares in proportion to the amount paid up or credited as paid up on such Equity Shares respectively at the commencement of the winding up. If the assets shall be insufficient to repay the whole of the paid up Equity Capital, such assets shall be distributed so that as nearly may be the losses shall be borne by the members holding equity share in proportion to the capital paid up or which ought to have been paid up on the Equity Shares held by him respectively at the commencement of the winding up other than the amounts paid by them in advance of calls.
201. (1) If the Company shall be wound up, the liquidator may with the sanction of a special resolution of the Company, divide amongst the members in specie or kind the whole or any apart of the assets of the Company, whether they shall consist of property of the same kind or not.
- (2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such divisions shall be carried out as between the

Distribution of  
Specie and kind.

members or different classes of members.

- (3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is a liability.

#### XXXII. SECRECY

202. No member shall be entitled to visit or inspect the Company's property without the permission of the Board or the Managing Director or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret mystery of trade or secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board or of the Managing Director, it will be inexpedient in the interests of the member of the Company to communicate to the public.

Secrecy clause

#### XXXIII. INDEMNITY AND RESPONSIBILITY

203. (a) Subject to the provisions of the Act, every Director, Managing Director, Manager, Secretary and other officer or employee of the Company and the Trustees (if any) for the time being acting in relation to any affairs of the Company shall be indemnified by the Company against and it shall be the duty of the Board, out of funds of the Company to pay all costs, losses and expenses (including travelling expenses) which any such Director, Managing Director, Manager or Secretary or officer or employee may, incur or become liable to by reason of any contract entered into or act or deed done by them or him as such Director, Managing Director, Manager or Secretary, officer or employee or in any way in the discharge of his duties.
- (b) Subject as aforesaid every Director, Managing Director, Manager, Secretary or other officer or employee of the Company shall be indemnified against any liability incurred by him in defending any proceeding whether civil or criminal in which judgement is given in their favour or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to them or him by the Court.
204. Subject to the provisions of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults, of any other Director or officer, or for joining in any receipt or other act to conformity, or for any loss or expenses happening to the company through insufficiency or deficiency of title to any property acquired by order of the directors, for on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any monies of the company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, company or corporation with whom any monies, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage of misfortune whatever shall happen in the execution of the duties of his office or in relation thereto unless the same happens through wilful misconduct or neglect or dishonesty.

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

Name, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber	Name, Address and Description of Witness
DAVID WATUMULL Hotel Ambassador New Delhi Merchant	One	C.G.O' NEAL Solicitors' Assistant 29, Netaji Subhas Road, Calcutta
T.C.W.ROE 29, Netaji Subhas Road Calcutta Solicitor	One	
A.W. TAYLOR 2, Fairlie Place Calcutta Merchant	One	
J. LATIMER 2, Fairlie Place Calcutta Merchant	One	
COLIN B.PARK 2, Fairlie Place Calcutta Merchant	One	
A.D. VICKERS 29, Netaji Subhas Road Calcutta	One	
T.C. HORNBY 29, Netaji Subhas Road Calcutta Solicitor	One	
TOTAL	Seven	

Dated the 25th day of February, 1952

The above Articles of Association were adopted by a Special Resolution passed by the Members at their Sixty First Annual General Meeting held on 10th August, 2015. Reproduced below the Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant Rules framed thereunder, the existing Articles of Association of the Company be and is hereby replaced by adoption of new set of Articles of Association of the Company after incorporating all the applicable clauses in conformity with the provisions of the Companies Act, 2013 and the Rules made thereunder.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard.”