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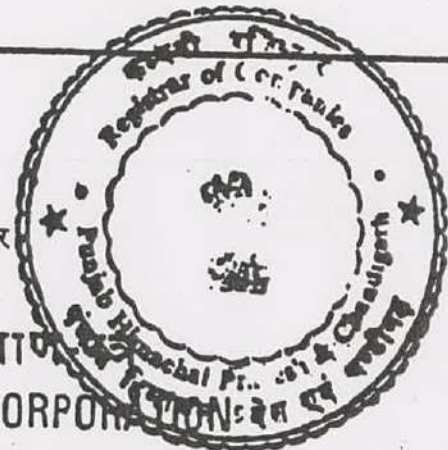
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**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
MOREPEN LABORATORIES LIMITED**

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The company has become public under section 31 of the Companies Act, 1956. The word 'Private' is deleted vide order dated 16-3-92



Form I. R.

Sd/-  
Registrar of Companies  
Punjab, H. P. & Chandigarh

निगमन का प्रमाण  
CERTIFICATE OF INCORPORATION

Sc/-  
कंपनी का रजिस्ट्रार  
पंजाब, हरियाणा एवं चण्डीगढ़

ता.....का सं.....  
No...6028.....of 19..84.....

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज...मोरपन...लैबोरेट्रीज...प्रिवेट...  
...लिमिटेड.....  
कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी  
परिसीमित है।

MOREPEN LABORATORIES PRIVATE

I hereby certify that.....  
...LIMITED.....is this day incorporated under the Companies  
Act, 1956 (No. 1 of 1956) and that the Company

मेरे हस्ताक्षर से आज ता.....को दिया गया

Given under my hand at.....JALANDHAR.....this... Ist  
December

day of.....One thousand nine hundred and  
Eighty Four.  
(10th. Agrahayana, Saka 1906.)

Sd/-  
(B.M. JAIN)  
कम्पनियों का रजिस्ट्रार  
Registrar of Companies  
Punjab, H. P. & Chandigarh

(THE COMPANIES ACT, 2013)

THE COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION<sup>1</sup>  
OF  
MOREPEN LABORATORIES LIMITED**

**I. The Name of the Company is MOREPEN LABORATORIES LIMITED.**

**II. The Registered Office of the Company will be situated in the State of Himachal Pradesh.**

**III. The objects for which the Company is established, are: -**

**(a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To manufacture, produce, prepare, purchase, sell, import, export, distribute and otherwise deal in all types of basic & bulk Drugs, Medicines, Chemicals, Pharmaceuticals, Cosmetics, Aromatic, Chemicals, Ayurvedic and Unani crude drugs and medicines.
2. To manufacture, buy, sell and deal in mineral water, cordials, liqueurs, food products, soaps, brotles and other restoratives, especially suitable or deemed to be suitable for invalids and convalescents.
3. To carry on the businesses of chemists, druggists, drysalters, oil and colourmen, importers and manufacturers of and dealers in drugs, pharmaceuticals, medicinal, chemical, cosmetics, biochemical, industrial and other preparations and articles, compounds, cements, oil, paints, pigments and varnishes, drug dyeware, paints and color grinders, makers of and dealers in proprietary items of all kinds of electrical, chemical, photographic, surgical and scientific apparatus and materials.
4. <sup>2</sup>To undertake, engage, construct, manufacture, run, manage, design, promote, administer and offer all kinds of hospitals, diagnostic laboratories, dispensaries, pharmacies, clinics, drug house, health care/rejuvenation centers/clubs and facilities for yoga/meditation, gym(s), spa(s), medical tourism, nursing centers, schools, colleges, paramedical activities including manufacturing, production, buying, selling, supplying, imports and exports, merchants, agents of goods/ materials related to aforesaid activities and also includes sanitization, public health care and cleanliness and general public welfare.

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<sup>1</sup> The company has adopted new set of Memorandum of Association pursuant to provision of the Companies Act, 2013 by passing Special Resolution at the 35<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2020.

<sup>2</sup> The Object clause has been amended by adding new clauses from 4 to 8 by passing Special Resolution at the 35<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2020.

5. To carry on the business of research and development, consultation(s), counselling in the field of health care, health management systems.
6. To design, establish and develop on a turnkey basis outlets for all kinds of products and to acquire, set up, construct, establish, run, operate and manage stores, markets, malls, shopping outlets, health destinations, hotels, restaurants, travel agents, theatres, proprietors of art saloons, beauty parlors, shopping arcades, fitness health clubs, rejuvenation centers and clubs, cafeterias, food parlors and any other business which can be conveniently and efficiently carried on in connection therewith and carry on business as agents, franchisee(s), distributors and dealers of medicinal products, health foods and supplements for the consumer market and of operating, establishing, providing and managing e-commerce websites, direct to home and mail order services for various categories of products including pharma and services in India or in any other part of the world.
7. To act as consultants and render technical and managerial services in the field of medical research and running of health care facilities including multi-speciality and general hospitals, laboratories, dispensaries, clinics, day care centers, pharmacies, diagnostic centers/laboratories and health clubs.
8. To design, manufacture, import, export, buy, sell, install, maintain and improve all kinds of equipment and instrumentation for any spare parts, accessories, or anything or things required and necessary for the above mentioned business.

**(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) ARE: -**

1. To buy, sell, manufacture, refine, manipulate, import, export and deal both wholesale and retail in commodities, substances, apparatus, articles and things of kinds capable of being used or which can conveniently be dealt in by the Company in connection with any of its objects.
2. To enter into partnership or into any arrangements for sharing profits, amalgamation, union of interest or co-operation, joint-venture, reciprocal concession or otherwise with any company, firm or persons carrying on or engaged in or about to carry on or engage in, any business or transaction with this Company is authorised to carry on or engage in, or any business, undertaking or transaction which may seem capable of being conducted so as directly or indirectly to benefit this Company or to amalgamate with any Company having objects altogether or in part similar to those of this Company and to lend money to guarantee the contracts to or otherwise assist any such persons. Company or firm.
3. To purchase, take on lease or otherwise to acquire land, and to purchase, construct, erect or set up buildings, factories, works, godowns and premises, and to buy and set up, repair, alter and deal in plants, machinery apparatus, tools and implements, furniture and fixtures, and materials and articles of all kinds which are capable of being used for the purpose of any business herein mentioned or needed or likely to be required by customer of such business.

4. To set up branch offices, agencies, depots and showrooms, mills, workshops, laboratories and factories in or outside India for the purpose of the business of the Company.
5. To acquire and takeover as a going concern the business, which this Company is authorised to carry on or engage in or which is wholly or partly of a similar nature or capable of being conducted so as directly or indirectly to benefit this Company, of. any person, firm or Company on such terms and conditions as may be found beneficial to the Company.
6. To open account or accounts with any Bank or Banks of every kind including overdraft account and to pay and endorse cheques and to withdraw moneys from such accounts and to close all or any account as be considered necessary from time to time for the business of the Company.
7. To pay out of Company's funds the costs and expenses in connection with all matters preliminary and incidental to the formation, promotion and incorporation of the Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by this Company in India or in any other country.
8. To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
9. To take on lease or otherwise for the purpose of the Company, land, buildings, structures and other rights and interests in real estate and to let on lease or otherwise dispose of land, rights and other interests in the real property belonging to the Company and to undertake the payments of rents and performance of all covenants and conditions and agreements contained in or assigned to or by or otherwise acquired by the Company.
10. To enter into any agreements with any Government or Authorities, (Municipal, Local or otherwise) that may seem conducive to the Company's objects, or any of them, and to obtain from any such Government or authorities and rights, privileges and concessions which the Company may think desirable to obtain in connection with the business and to carry out, exercise and comply with any such arrangements, privileges and concessions in or outside India.
11. To invest and deal with the money of the Company not immediately required in such manner as may from time to time be determined.
12. To borrow, raise or secure the payment of money, subject to provision of Section 76 of the Companies Act, 2013, and rules made there under to receive money on deposit or borrow, raise or secure the payment of money at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures of debenture stock, perpetual or otherwise, including debentures and debenture stock convertible into share in this Company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debenture or debentures stock, so issued to mortgage, pledge,

or charge the whole or any part of the property, assets or revenue of profits of the Company, present and future including its uncalled capital by special assignment or otherwise or to transfer, to convey the same absolutely and to give lenders power to sale and other powers as may deem expedient and to purchase, redeem or pay off any such securities, provided that the Company shall not do banking business as defined in the Banking Regulations Act 1949, as amended, & rules there under.

13. To adopt such means of making known the goods and products and the business of the Company as may seem expedient and in particular, by advertisement in the press, by circulars, by publication of Books and periodicals and by granting prizes, rewards and donations.
14. To make advances and allow credit to customers and others with or without security and upon such terms as the Company may approve in connection with its business. However, the Company will not be entitled to carry on the business of Banking in any such case.
15. To apply for, purchase or otherwise, acquire any patents, brevets, inventions, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company in the attainment of its objects, and to use, exercise, develop or grant licence in respect of, or otherwise turn to account the property, rights or information so acquired.
16. To expend money in experimenting upon and testing and improving or securing any process or processes, copyrights, patents or protecting any invention or inventions or copyrights which the Company may acquire or deal with in connection with its business.
17. To enter into arrangements, with foreign collaborators for financial and or technical assistance and for the purposes of sale and purchase of plant and machinery for the purposes of the Company.
18. To pay for any property or rights acquired by the Company, either in cash or fully or partly paid up shares, and remunerate for services rendered by any person or firm with or without preferred or deferred rights in respect of dividend or payments of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another mode, and generally on such terms as the Company may determine.
19. To procure the Company to be registered, or otherwise duly constituted if necessary or advisable, according to the law of any country.
20. To remunerate any person, firm or employees for services rendered, directly or indirectly on profit sharing basis either in cash or by issue of shares to them or otherwise, and if thought fit to include participation in the control and management of the Company's business either by conferring the rights to nominate one or more directors with or without special powers or otherwise.
21. To refer to arbitration and to institute, defend, compromise, withdraw or abandon any legal or other proceeding and claims, by or against the Company, by or against its

officers or otherwise concerning the affairs of the Company, subject to the provisions of Companies Act, 2013.

22. To indemnify officers, directors, securities and servants of the Company against proceedings, causes, damages, claims, and demands in respect of anything done by them for and in the interest of the Company or for any losses, damages or misfortune whatsoever, which shall happen in the execution of the duties of their office or in relation thereto.
23. To create any reserve fund, sinking fund, insurance fund, or any other special fund, whether for depreciation or for repairing, replacement, improvement, extension or maintenance or any of the property of the Company or for any other purpose conducive to the interests of the Company.
24. In the event of winding up to distribute among members in specie any property of the Company.
25. To do all such things as are incidental or conducive to the attainment of the above objects or any of them as principals, agents and contractors.
26. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this company or for any other purpose, business, manufacturing or otherwise which may be deemed directly or indirectly calculated to benefit this Company in the attainment of its objects.
27. To transfer, in any way, encumber, sell or otherwise dispose of or let for any term of years the whole or any part of the property, undertaking, business, goods or rights of this Company as a going concern.
28. To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
29. To work, erect, install, develop, maintain, repair, alter, add, extend, purchase, sell, exchange or otherwise deal in plant and machinery, spinning mills, weaving mills or any other factory for pressing, ginning, preparing, combing, carding, scouring or mixing, processing, spinning, weaving, twisting, throwing, bleaching, mercerising, printing, dyeing or finishing rayon, staple-fibres, man-made or natural staple fibre, yarn, raw silk yarn, waste silk, nylon, man-made synthetic fibers, cotton, flex, jute, hemp, wool, Hessian, linen or any other textile or fabric and material of any description and kind and to supply and sell to any person, firm or body corporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing, and operating data, plant layouts, blue-prints useful for the design, erection and operation of the plants and machinery.
30. To carry on the business of manufacturers, importers, exporters, buyers, sellers, and dealers in Dry Batteries and Cells of all types and descriptions and components including metal jackets, tops, bottoms, caps, zinc, pellets, carbon, rods, tins, cans and such other accessories and materials directly required for the manufacture of Dry Batteries and Cells.

31. To buy, sell, import, export, manufacture, treat, prepare and deal in merchandise, commodities, machinery, tools, goods and articles of all kinds and generally to carry on the business as manufacturers, merchants, contractors, importers and exporters.
32. To carry on business as road and pavement makers and repairers and manufacturers of, and dealers in lime, cement, mortar, concrete, stone, bricks and building materials of the kinds and as builders and contractors for the execution of works and buildings of all kinds in the Construction of which stone is required.
33. To erect, set up, construct, work/maintain, equip, improve or alter, assist in the erection, construction, working, maintenance, improvement or alteration in India or elsewhere or any mills, factories, plant and machinery, works, sidings, jetties, bridges, public works or conveniences of all kinds including railways, public buildings, canals, vessels, boats, barges, launches, lorries, cars, wagons, carts and other works of convenience and to contribute to the expenses of setting up, constructing, improving, maintaining and working of the same and to pull down, rebuild, repair any of the same.
34. To carry on all or any of the businesses of transport, cartage and haulage contractors, garage proprietors, owners and charters of road vehicles. Aircraft and ships, tugs barges and boats of every description, light men and carriers of goods and passengers by road, rail, water or air, carmen, cartage, contractors and agents, forwarding transport and commission agents, customs agents, stevedores, wharfingers, cargo superintendents, packers, haulers, warehousemen, storekeepers and job masters.
35. To carry on all the businesses of insurance agents, mercantile agents, and any kind of commercial, financial and agency business and the business of hire purchase and chit fund in all its branches according to law in force.
36. To carry on the business of suppliers of plant, machinery and equipment, stores, gadgets, devices, contractions, instruments, spares and components and develop, acquire, supply plants, drawing, estimates, project reports and knowhow, for industries, business companies, services, public bodies and Government.
37. To cultivate press, prepare, process, buy, sell, export, distribute, trade, stock, barter, exchange, pledge, make advances upon, speculate, enter into forward transactions or otherwise deal in seeds, food grains, sugarcane, vegetables and forests, agricultural and natural products of all kinds and to manufacture and deal in oils and other products obtained from such produce and to develop farms and plantations for any of the above items and commodities or produce.
38. To carry on the business of engineers, chemists, researchers, technicians, designers, planners, advisors, purchasers, testers, erectors, managers, superintendents and contractors for all kinds of industries and business.
39. To carry on the business of iron and metal masters, steel and metal converters, stainless steel and metal make's, fabricators, smelters, manufacturers of tools and implements and iron and alloy and non-ferrous foundries.
40. To make ready and/or forward contracts in shares, gold, silver, oils, oil cakes, soaps, powder and detergents, Hessian of all kinds, or commodities and articles.



41. To undertake the custody and warehousing of merchandise goods and materials and to provide cold storage and other special storage facilities.
42. To carry on business as financiers, capitalists, commercial agents, mortgage brokers, financial agents and advisors as per RBI directives.
43. To undertake any advisory, secretarial, accountancy, clerical or similar work.
44. To act as stockists, commission agents, manufacturers, representatives or agents, selling and purchasing agents, distributors, brokers, trustees, attorneys subject to the provision of the Companies Act, 2013, transfer agents for any' other Company, firm, corporation or person.
45. To carry on the business of the mechanical, structural, electrical and general engineers and to own, establish, erect, buy, take on lease or otherwise acquire, run, superintend, control and manage engineering, workshops, foundries, factories and mills for the manufacture of machinery, plants, tools, implements, spares, accessories, metal castings and ingots of all or any kind as may be acquired in connection with the Company's business or the supply or contracts jobs undertaken by the Company.
46. To carry on the business of general printers, lithographers, stereotypers, electrotypers, photographic printers, photo-lithographers, engravers, die sinkers, envelope manufacturers, book binders, account book manufacturers, machine rulers and numerical, printers.
47. To cultivate, grow, produce or deal in any vegetable products, vanaspati ghee, vegetable oils and to carry on the business of dairymen, milk contractors, dairy farmers, millers, purveyors and vendors of milk, cream, cheese, butter, poultry and provisions or all kinds growers of and dealers in corn, hays and straw, seedmen, nurserymen and to buy, sell and trade in any goods usually traded in any of the above businesses or any other business associated with farming interest which may be advantageously carried on by the Company.
48. To promote Companies, Associations, without limited liability, and to take or otherwise acquire and hold shares and debentures in such Company or association or any other Company carrying on business in India or elsewhere whether promoted by this Company or not, and to take part in management, supervision and control of business or operation of any Company or undertaking and for that purpose to appoint any director, trustee, accountant or agent.
49. To carry on business as designers, manufacturers, assemblers, repairers, to contract for, buy, sell, let out on hire and generally to deal in automobiles of all types and all motors, engines, agricultural tractors and implements and other allied goods, materials, parts and accessories, or equipments.
50. To manufacture, buy, sell, exchange, alter, repair and or otherwise deal in either as principals, or agents, all types of automobiles, cars, trucks, motor cycles, scooters, scooterrettes, auto-cycles and deal in machinery, parts, accessories and fittings of all kinds for all articles and things referred to above.

51. To carry on business as timber merchants, sawmill, proprietors and timber growers and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds and so far as may be deemed expedient, the business of general merchants and to buy clear, plant and work timber estates.
52. To carry on business of manufacturers, of and dealers in Boots, Shoes, Chappals, Sandals, Clogs, all kinds of footwear and leather, synthetic leather and similar goods, lasts, boot trees, laces, buckles, leggings, boot polishes, hosiery and all accessories and fittings.
53. To carry on business of manufacturers, producers, refiners, developers, dealers in all kinds of metals, materials, chemical substances and products, whether natural or artificial including in particular, but without limitation, plastics, resins and goods and articles made from the same and components, intermediates, derivatives and by-products thereof.
54. To carry on business of hotel, restaurant, cafe, beer-house, refreshment room and lodging, housekeeper, licensed victualers, wine, beer and spirit merchants, importers and manufacturers of aerated and artificial waters and other drinks and purveyors caterers for public amusement, generally.
55. To carry on the business of manufacturers, fabricators, importers, exporters, buyers, sellers, dealers and traders of wrist watches, watch cases, watch dials, straps and other watch parts of all types and descriptions.

(C)<sup>3</sup>

**IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**

**V. <sup>4 & 5</sup>The Authorized Share Capital of the Company is ₹ 250,00,00,000/- (Rupees Two Hundred Fifty Crore Only) divided into 100,00,00,000 (One Hundred Crore) Equity Shares of ₹ 2/- (Rupees Two Only) each and 50,00,000 (Fifty Lakhs) Preference Shares of ₹ 100/- (Rupees One Hundred Only) each.**

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<sup>3</sup> (C) OTHER OBJECTS comprising (1- 27) clauses has been deleted, in terms of adoption of MOA as per the Companies Act, 2013 and its rules made thereunder, by passing Special Resolution at the 35<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2020.

<sup>4</sup> The Authorized Share Capital of the Company has been increased from ₹ 2,10,00,00,000/- divided into 45,00,00,000 Equity Shares of ₹ 2/- each and 1,20,00,000 Preference Shares of ₹100/- each to ₹ 2,50,00,00,000/- divided into 65,00,00,000 Equity Shares of ₹ 2/- each and 1,20,00,000 Preference Shares of ₹ 100/- each by passing Ordinary Resolution at the 35<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2020.

<sup>5</sup> The Authorized Share Capital of the Company has been re-classified from ₹ 2,50,00,00,000/- divided into 65,00,00,000 Equity Shares of ₹ 2/- each and 1,20,00,000 Preference Shares of ₹ 100/- each to ₹ 250,00,00,000/- divided into 100,00,00,000 Equity Shares of ₹ 2/- each and 50,00,000 Preference Shares of ₹ 100/- each by passing Ordinary Resolution at the 37<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2022.

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

Sr. No.	Names, addresses, descriptions and occupations of subscribers	No. of shares taken by each subscriber	Signature of subscriber	Signature, addresses, descriptions and occupations of witnesses
1.	Kulbhushan Suri Sh. Parduman Lal Suri 823, Ahhata Chatersain, Kalka (Business)	1 (One)	Sd/-	
2.	Devinder Singh Late Sh. Naranjan Singh MIG-48, Sector-1 Parwanoo (HP) (Business)	1 (One)	Sd/-	Witness to all signatures:  Sd/- (M. K. Mahajan) Chartered Accountant S/o. Late Sh. Bodh Raj 6, Sector-27A, Chandigarh

Date: 18<sup>th</sup> October, 1984

Place: Parwanoo

THE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION<sup>1</sup>  
OF  
MOREPEN LABORATORIES LIMITED

TABLE -F

INTERPRETATION

<i>Interpretation of Clause 1.</i>	In the Interpretation of these Articles, unless repugnant to the subject or the context:  "The Company "or "this Company" means <b>MOREPEN LABORATORIES LIMITED.</b>
<i>"the Act"</i>	"the Act" means the Companies Act, 2013.
<i>"Auditors"</i>	"Auditors" means the Auditor appointed by the Company in its Annual General Meeting and includes auditor appointed to fill casual vacancy.
<i>"Beneficial Owner"</i>	"Beneficial Owner" means a person or persons whose name(s) is recorded as such with a depository or such other person who is defined under the Companies Act, 2013 and its rules made thereunder.
<i>"Capital"</i>	"Capital" means the capital for the time being raised or authorised to be raised for the purposes of the Company.
<i>"Debenture"</i>	"Debenture" includes Debenture-stock.
<i>"Depository"</i>	"Depository" means a company formed and registered under the Companies Act, 2013, as amended, or under any previous company law and which has been granted a certificate of registration to act as a depository under the Securities & Exchange Board of India Act, 1992.
<i>"Directors"</i>	"Directors" means a director appointed to the Board of the Company or by the members of the company, as the case may be.
<i>"Dividend"</i>	"Dividend" includes interim dividend.
<i>"Gender"</i>	Words importing the masculine gender and include the feminine gender.
<i>"In Writing" and "Written"</i>	"In Writing" and "Written" include printing, lithography and other "Written" mode of representing or reproducing words in a visible form.

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<sup>1</sup> The Articles of Association has been amended by passing a Special Resolution in the 35<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2020, by amending relevant clauses which were contrary to and by inserting new clauses as per table F of Schedule I of the Companies Act, 2013, as amended.

<i>"Marginal Notes" and "Catch lines"</i>	The marginal notes and catch lines hereto shall not affect the construction hereof.
<i>"Managing Director"</i>	"Managing Director" means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.
<i>"Member"</i>	"Member" means a registered holder from time to time of a share in the Company; a person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository; and includes the Subscribers to the memorandum of the Company.
<i>"Month"</i>	"Month" means a calendar month.
<i>"Office"</i>	"Office" means the Registered Office for the time being of the Company.
<i>"Paid-up"</i>	"Paid-up" includes credited as paid up.
<i>"Person"</i>	Words importing persons include corporations and firms as well as individuals.
<i>"Share"</i>	"Share" means shares in the share capital of the Company and includes stock, except, where a distinction between stock and share is expressed or implied.
<i>"Seal"</i>	"Seal" means the Common Seal for the time being of the Company.
<i>"SEBI"</i>	"SEBI" means Securities & Exchange Board of India.
<i>"Security"</i>	"Security" means such security as may be specified by SEBI from time to time.
<i>"Singular Number"</i>	The words importing the singular number include, where the context admits or requires the plural number and vice versa.
<i>"Special Resolution" &amp; "Ordinary Resolution"</i>	"Special Resolution" and "Ordinary Resolution" shall have the meaning respectively assigned by Section 114 of the Act.
<i>"These presents"</i>	"These presents" means the Memorandum of Association and these Articles of Association or the regulations of the Company for the time being in force.

*"The Board" or "Board of Directors"*

Pursuant to Section 2(10) of the Act, "The Board" or "Board of Directors" in relation to the company, means the collective body of the directors of the company.

*"Year" & "Financial Year"*

"Year" means the calendar year and the "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

*Expression in these regulations to bear same meaning as in the Act*

Except as aforesaid and except where the subject or context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Companies as in force on the date on which these regulations become binding on the Company.

## SHARE CAPITAL AND VARIATION OF RIGHTS

*Authorised Share Capital* 2.

The Authorised Share Capital of the Company shall be such as specified from time to time in Clause V of Memorandum of Association of the Company with power to increase, reduce or divide the Capital for time being into several classes and to attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, however as may be determined in accordance with applicable laws and regulations from time to time of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations of the Company and to consolidate or sub divide or re-organise shares or issue of shares of higher or lower denominations.

*Reduction of share capital* 3.

The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law-

(a) Its share capital.

(b) Any capital redemption reserve account; or

(c) Any share premium account.

*Absolute right*

4.

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 regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

- Commission to be paid on subscription of securities** 5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40 of the Act.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- Variation of Rights** 6. (i) 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, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths 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.
- (ii) To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
- Rights conferred upon the shareholders** 7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* therewith.
- Restriction on allotment** 8. The Board shall observe the restriction as to allotment of shares to the public contained in the Act and shall cause to be made the return as to allotment provided for in Section 39 of the Act.
- Directors may allot shares as fully paid-up** 9. 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 for any property sold or transferred, goods or part payment for any property sold or transferred goods or machinery supplied, or for services rendered to the Company, either in or about the formation or promotion of the Company or the conduct of its business

or supply of know-how or technical information or assistance' and any shares which may be so allotted may be issued as fully paid up shares, and if so issued be deemed to be fully paid-up shares.

*Further issue of capital*      10.

(1) Where at any time, the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered –

(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely: –

(i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

(ii) offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;

(iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the company;

(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or

(c) <sup>2</sup>to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, subject to the compliance with the applicable provisions of Chapter III of the Act and any other conditions as may be prescribed.

(2) The notice referred to 1(a)(i) above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery

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<sup>2</sup>Clause 10(1)(c) of the Articles of Association has been amended by passing a Special Resolution in the 37<sup>th</sup> Annual General Meeting of the company held on 27<sup>th</sup> September, 2022.



to all the existing shareholders at least three days before the opening of the issue.

(3) Aforesaid clauses shall not apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

***Prohibition on issuance of shares at discount*** 11.

Except as provided in section 54, the company shall not issue shares at a discount.

***Shares under control of Directors*** 12.

Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit and with full power to give any person the option to call for or be allotted shares of any class of the Company (Subject to the provisions of the Act) either at a premium or at a par, provided that option or right to call of shares shall not be given to any persons without the sanction of the company in general meeting.

Subject to the provisions of the Act and of any other law for the time being in force in this regard, the Board of Directors may from time to time issue non-voting shares/ shares with differential voting rights upon such terms and conditions and with such rights and privileges (including with regard to dividend) attached thereto as may be thought fit and permitted and/or required by law, guidelines issued by statutory authorities and listing requirements.

The Directors may in their discretion, increase or decrease the rate of dividend payable on any Preference Shares and issue the said shares under the non-cumulative or Cumulative Dividend Payment Scheme at the time of issue of such shares. Subject to the Compliances with the provisions of the Act, The Directors may at any time issue any part of the unissued preference shares as equity shares and for this purpose convert preference shares of Rs. 100/- each into equity shares of the Company.

***Power to issue shares at General Meeting*** 13.

In addition to and without derogating from the powers for that purpose conferred on the Board under this Articles of Association, the Company in General Meeting may determine that any shares (whether forming part of the original capital or of any increased capital of the Company),

shall be offered to such person (whether members or not) in such proportions and or terms and conditions and either (subject to compliance with the provisions of the Companies Act, 2013 and its rules made thereunder) at a premium or at par, as such General Meeting shall determine and with full power to give any person (whether member or not) the option to call for or be allotted shares of any class of the Company either (subject to compliance with the provisions of the Companies Act, 2013 and its rules made thereunder) at a premium or at par, such option being exercisable at such times and for such consideration as may be directed by such General Meeting, or the Company in General Meeting may make any other provision whatsoever for the issue, allotment or disposal of any shares.

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|---|------------|---|
| <i>Acceptance of share</i>                                      | <b>14.</b> | Any application signed by or on behalf of any applicant for shares in the Company, followed by an allotment of any share therein shall be an acceptance of shares within the meaning of this Article and every person who thus or otherwise accepts any shares and whose name is on the Register shall, for the purposes of these Articles be a member.   |
| <i>Deposit and calls, etc. to be a debt payable immediately</i> | <b>15.</b> | The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, shall immediately on the inscription of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly. |
| <i>Liability of Members</i>                                     | <b>16.</b> | Every member or his heirs, executors or administrators, shall pay to the Company the portion of the capital represented by his share or shares which may for the time being, remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time in accordance with the Company's regulations, require or fix for the payment thereof.   |
| <i>Modification of right</i>                                    | <b>17.</b> | Whenever the capital by reason of the issue of preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may be modified or dealt with in accordance with the provisions of the Act.  |

*Funds not to be applied in the purchase of its own shares* 18. None of the funds of the Company shall be applied in the purchase of any shares of the Company and the Company shall not give any financial assistance for or in connection with the purchase or subscriptions of any shares in the Company or in its holding Company save as provided by Section 67 of the Act.

## SHARE CERTIFICATES

*Member's right to certificate* 19. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within one month after the application for the registration of transmission, –

- a. one certificate for all his shares without payment of any charges; or
- b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

*Share to be numbered progressively and no share to be sub-divided* 20. The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned, no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the no. by which the same was originally distinguished.

*Restriction for subdivision or consolidation* 21. The Board of Directors may refuse applications for subdivision or consolidation of share certificates into denominations of less than 50 Equity Shares except when subdivision or consolidation is required to be made to comply with a statutory order or any order of a competent Court of Law.

*Renewal of certificate* 22. If a certificate is worn out, defaced, destroyed or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate free of charge provided however that such new certificate shall not be granted except upon delivery of the worn out or defaced or issued up certificate for the purpose

of cancellation, in accordance with the provision of the Act and rules made thereunder or upon proof of destruction or loss, and on such indemnity as the Board may require in the case of the certificate having been destroyed or lost. Any duplicate certificate shall be marked as such.

- Duplicate Certificates*      *Share*    **23.**    (i) If any share certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles shall *mutatis mutandis* apply to debentures of the company.

- Fees*      **24.**      For every certificate issued under the last preceding Article shall be paid to the company except issue of share certificate on allotment of shares and other exempted categories under this Article.

#### JOINT HOLDERS

- Joint holders*      **25.**      Where two or more persons are registered as holders of any shares, they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles.

- To whom certificate shall be issued in case of joint holder*    **26.**      Shares may be registered in the name of any person, company or other body corporate but not more than three persons shall be registered jointly as members in respect of any shares.

The certificates of shares registered in the names of two or more persons shall be delivered to the person first named in the Register.

- Several liabilities of Joint holders*    **27.**      The joint holders of a share shall be jointly and severally liable to pay all calls or instalments in respect thereof.

If any share stands in the names of two or more persons the person first named in the register shall as regards receipt of share certificates, dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meetings, and the transfer of the shares, be deemed the sole holder thereof.

- Death of one or more joint holders of shares*    **28.**      In the case of the death of any one or more of the persons named in the register of members as the joint holders of any share, the survivors shall be the only persons recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the

estate of a deceased joint holder from liability on shares held by him jointly with any person.

- Votes of Joint members*      29.      If there are joint registered holders of any shares, any one of such persons may vote at any meeting either personally or by proxy in respect of such shares, as if he were solely entitled thereto, provided that if more than one of such joint holder be present at any meeting either personally or by proxy, then one of the said persons so present whose name stands higher in the Register of Members shall alone be entitled to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present, at the meeting. Several executors or administrators of a deceased member in whose name shares stand shall for the purpose of these Articles be deemed joint holders thereof.

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

- Any of joint holders deemed to be sole holders*      30.      Subject to the provisions contained in this and other Articles, any one of the joint holders of a share shall, except as regards transfer of shares, be deemed the sole holder thereof for matters connected with the Company.

#### CONVERSION OF SHARES INTO STOCK

- Conversion of shares into stock*      31.      The Company may, by ordinary resolution of the Company in General Meeting:
- a) Convert any paid-up shares into stock; and
  - b) Reconvert any stock into paid-up shares of any denomination

- Transfer of stock*      32.      The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the regulations under which, the shares from which the stock arose might, before the conversion, have been transferred or as or as near thereto as circumstances admit. Provided that the Board may from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- Right to stock holder*      33.      The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards, dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege (except

participation in the profit of the Company in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares have conferred that privilege or advantage.

*Regulations*

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

**LIEN**

*First and paramount lien*

35. (i) The company shall have a first and paramount lien –
- a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share either wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

*Enforcement of lien*

36. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made –

- a) unless a sum in respect of which the lien exists is presently payable; or
  - b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- (iv) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (v) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

### CALLS ON SHARES

#### *Calls*

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

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

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
- (iv) A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

#### *Calls in case of shares held jointly*

38. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at the rate of ten percent (10%) per annum or at such lower rate, if any, as the Board may determine.

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

The Board –

- a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

*When call deemed to have been made and notice to call* 39.

A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. Not less than 30 days' notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

*Directors may extend time* 40.

Subject to the provisions of Act, the Board may from time to time at its discretion extend the time fixed for the payment of any call and may extend such time further due to some cause. The Board may deem fairly entitled to such an extension but no member shall be entitled to such extension save as a matter of grace and favour.

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



from any such member and the Board shall be at liberty to waive payment of such interest either wholly or in part.

*Amount payable at fixed times or by instalments payable as calls* 41.

If by the terms of issue of any shares or otherwise any amount is make payable on allotment or at any fixed date or instalments at fixed times, whether on account of the amount of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Directors and on which due notice had been given and all provisions herein contained in respect of calls shall relate to such amount or instalment accordingly.

*Evidence in actions by Company against share holders* 42.

On the trial or hearing of any action or suit brought by the Company against any shareholder or his representatives to recover any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of Shareholders of the Company as a holder or one of the holders of the number of shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call, nor that a quorum of Directors was present at the Board at which any call was made -nor that -the meeting at which any call was made duly convened or constituted nor any other matter whatsoever but the proof of matters aforesaid shall be conclusive evidence of the debt:

## TRANSFER OF SHARES

*Instrument of transfer* 43.

- (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

The Board may, subject to the right of appeal conferred by section 58 decline to register –

- a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- b) any transfer of shares on which the company has a lien.

The Board may decline to recognize any instrument of transfer unless –

- a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

- b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- c) the instrument of transfer is in respect of only one class of shares.

On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

*Transfer of a share of a deceased member* 44.

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

Nothing in this clause shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

*Restriction of transfer* 45.

- a) No transfer shall be made to a minor or a person of unsound mind.
- b) The Board may at its own absolute and uncontrolled discretion and without assigning any reason, decline, to register or acknowledge any transfer whatever of shares. The registration of a transfer shall be conclusive evidence of the approval by the Board of the transferee, but so far only as regards the share or shares in respect of which the transfer is so registered, and not further or otherwise, and not so as to debar the Board from declining to register any subsequent or other transfer of other shares applied for in the name of such transferee. If in pursuance of this power, the Board refuse to register any such transfer or transmission of right, it shall within one month from the date on which the instrument of transfer or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferee and the transfer or to the persons giving intimation of such transmission, as the case may be. 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 on the shares.

- Register of transfers** 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.
- Transfer books when closed** 47. Subject to provisions of the Act, the Board shall have power on giving not less than seven days' previous notice by advertisement in a newspaper circulating in the district in which the Registered Office of the Company is situated to close the transfer books, the Register of Members or Register of Debenture Holders at such time or times and for such period, not exceeding thirty days at a time and exceeding not in the aggregate forty-five days in each year, as it may seem expedient.
- Custody of transfer deeds** 48. 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 persons depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of more than eight years.
- Title of share of deceased holder** 49. In case of death of a member, the survivor or survivors where the deceased was a registered joint holder of any share, and the executor or administrator of a deceased member or a holder of a succession certificate where he was the sole or only surviving holder shall be the only person recognised by the Company as having any title to such share, and the Company shall not be bound to recognise such executor or administrator unless he shall have first obtained Probate or Letters of Administration, as the case may be from a duly constituted Court of India; provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with the production of Probate or Letter of Administration or succession certificate, as the case may be, and may allow to register as a member to such person who claims to be absolutely entitled to the share standing in the name of the deceased member.
- Transfer of debentures** 50. The provision of Articles related to transfer of shares shall apply *mutatis mutandis* in case of debentures of the Company.

## TRANSMISSION OF SHARES

- Registration of persons entitled to shares** 51. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, lunacy, bankruptcy or insolvency of any member or

*otherwise than by transfer*

by any lawful means other than a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence that he sustain the character in respect of which he purposes to act under this Article or of his title as the Board thinks sufficient either be registered himself as the holder of the share or elect to have some person nominated by him and approved by the Board registered as such holder; provided, nevertheless, that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer or 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.

*Claimant to be entitled to same advantage* 52.

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

*In case of a One Person Company* 53.

- (i) on the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;
- (ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;
- (iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;
- (iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

*Board may require evidence of transmission* 54.

Every transmission of a share shall be verified in such manner as the Board may require, and the Company may refuse to register any transmission until the same be so verified, or until and unless an indemnity be given to the Company with regard to such registration which the Board

at its discretion shall consider sufficient; provided nevertheless that there shall not be any obligation on the Company or the Board to accept any indemnity.

*Fee on transfer or transmission* 55.

No fee shall be charged by the Company in respect of the transfer or transmission of any number of shares.

*The Company not liable for disregard of a notice prohibiting registration of a transfer* 56.

The Company shall incur no liability or responsibility whatsoever in consequence of their registering or giving effect to any transfer of shares made, or purporting to be made, by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of person having or claiming any equitable right, title or interest to or in the same shares, notwithstanding that the Company may have had notice of such equitable right, title or interest, or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do so, 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 or attend to any such notice and give effect thereto, if the Board shall so think fit.

*Validity of transfer deeds executed before death or insolvency of the member* 57.

All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

## DEMATERIALISATION OF SECURITIES

*Dematerialisation of Securities* 58.

Notwithstanding anything contained in the Articles, the Company shall be required to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996, as amended.

*Options to hold Securities* 59.

a) Every person subscribing to securities offered by the Company shall have the option either to receive the security certificates or to hold the securities with a depository. If a person opts to hold a security with a depository, the Company shall intimate such depository the details of allotment of the security. On receipt of such information, the depository shall enter its records the name of the allottee as the beneficial owner of the security.

b) Every person who is the beneficial owner of the securities can at any time opt out a depository, In the manner

provided by the Depositories Act, 1996, as amended. The Company shall, In the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.

- Securities in depositories to be in fungible form* 60. All Securities held by a depository shall be dematerialised and be in fungible form.
- Rights of depositories and beneficial owners* 61. a) Notwithstanding anything to contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
- b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any rights in respect of the securities held by it.
- c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by depository.
- Service of documents* 62. Notwithstanding anything in the Act or the Articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
- Transfer of securities* 63. Subject to the provisions contained in the Act and nothing contained in these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- Allotment of securities dealt within a depository* 64. Subject to the provisions contained in the Act and notwithstanding anything contained in these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
- Distinctive numbers of securities held in a depository* 65. Nothing contained in the Act or the Articles regarding necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.
- Register and index of beneficial owners* 66. The Register and index of beneficial owners maintained by a depository under the Depositories Act, 1996, as amended, shall be deemed to the Register and Index of Members and

Security holders for the purpose of the Articles and Section 88 of the Act.

## FORFEITURE OF SHARES

- If calls or instalments not paid notice must be given* 67. If any member fails to pay the whole or any part of any call or instalments or any money due in respect of any shares by way of either principal or interest on or before the day appointed for the same, the Board may, at any time thereafter during such time as the call or instalment or any part thereof or other money remain unpaid or a judgement 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 shares by transmission requiring him to pay such call or instalment 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.
- Terms of notice* 68. The notice shall include –
- a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
- If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect
- In default of payment, the shares may be forfeited* 69. If the requirements of any such notice as aforesaid shall not be complied with, any share in respect of which such notice is given may at any time thereafter, before payment of all calls or instalments, interest and expenses or other moneys 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.
- Partial payment not to preclude forfeiture* 70. Neither the receipt by the Company of portion of any money, which shall from time to time be due from any member to the Company in respect of its shares, either by way of principal or interest, nor any indulgence granted by the

Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as provided above.

*Notice of forfeiture to member and entry in Register* 71.

When any share shall have been so forfeited, notice of forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture with the date thereof shall forthwith made in the Register of Members; but not such forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

*Forfeited shares to be property of the Company and may be sold etc.* 72.

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

*Power to annul forfeiture* 73.

Until any share so forfeited shall be sold, re-allotted or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Board, be remitted as matter of grace and favour and not as of right, on payment to the Company of the money which was owing thereon to the Company at the time of forfeiture thereof declared with interest on the same up to the time of actual payment thereof if the Board shall think fit to receive the same, or on any other terms which the Board may deem necessary.

*Cancellation of old certificates and Issue of new certificates* 74.

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relative share shall (unless the sale shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the shares to the person or persons entitled thereto distinguishing it or them in such manner as they may think fit from the old certificate or certificates.

*Members still liable to pay money owing at time of forfeiture and interest* 75.

Subject to provision of this Act, any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, instalments, interest expenses or other money owing upon or in respect of the shares at the time of forfeiture together with interest thereon from the time of the forfeiture until payment at such rate not exceeding 9 percent per annum as the Board may determine and the Board may enforce the payment of the whole or a portion thereof if it thinks fit.



- Effect of forfeiture* 76. 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 forfeited shares and all other rights incidental to the shares, except only such of those rights as by these Articles are expressly, saved.
- Certificate of forfeiture* 77. A certificate in writing under the hand of a Director, countersigned by the Secretary or any person authorised by the Directors for the purpose, that the call in respect of a share was made and notice thereof given and that default in payment of the call 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 fact stated therein as against all persons entitled to such share.
- Title of purchaser allottee of forfeited share* 78. The Company may receive the consideration, if any, given for the share on any sale, reallocation or other disposal thereof, and execute a transfer of the share in favour of the person to whom such share is sold, reallocated or disposed of and such person may be registered as the holder of the share and he shall not be bound to see to the application of the consideration, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale, reallocation or other disposal of the share.
- Board may accept surrender of shares* 79. The Board may at any time, subject to the provisions of Act, accept the surrender of any share from or by any member desirous of surrendering, on such terms as the Board may think fit.
- Application of proceeds of sale* 80. The net proceeds of any such sale shall be applied in or towards the satisfaction of the said debts, liabilities or engagements, and the residue, if any paid to such member, his executors, administrators or assigns.
- (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
  - (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
  - (iii) The transferee shall thereupon be registered as the holder of the share; and

- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

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

### CAPITALIZATION OF PROFITS

***Power to capitalise profit of the company*** 81.

- (i) The company in general meeting may, upon the recommendation of the Board, resolve –
  - (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards –
  - (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
- (iii) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(iv) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

***Manner of capitalisation of profit*** 82.

(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall –

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

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

(ii) The Board shall have power –

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

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

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

***Fractional certificate*** 83.

For the purpose of giving effect to any resolution under the preceding Articles, the Board may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalised fund as may seem expedient to the Board. Where requisite a proper contract shall be filled in accordance with provisions of the Act and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised fund and such appointment shall be effective.

*Capitalisation where some shares fully paid and others partly paid* 84.

Subject to the provisions of the Act and these Articles in cases where some of the shares of the Company are fully paid and others are partly paid, the capitalisation referred to in preceding Article may be effected by the distribution of further shares in respect of the fully paid shares and by crediting the partly paid shares with the whole or part of the unpaid liability thereon, but so that as between the holders of the fully paid shares and the partly paid shares the sum so applied in the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid share shall be in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.

#### **BUY-BACK OF SHARES**

*Power to buy back of shares* 85.

Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### **GENERAL MEETINGS**

*When general meetings to be held* 86.

(1) In addition to any other meetings, general meetings of the Company shall be held at such intervals as are specified in Section 96 (1) of the Act and subject to the provisions of Section 96(2) of the Act at such times and places as may be determined by the Board.

(2) Each such general meeting shall be called Annual General Meeting. Every Annual General Meeting shall be called for a time during business hours on a day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city, town or village in which the Registered Office of the Company is situated.

*Distinction between ordinary & extraordinary meetings* 87.

All other meetings of the Company other than those referred to in the preceding Article shall be called Extraordinary General Meetings

*When extraordinary meeting to be called* 88.

The Directors may, whenever they think fit and they shall, on the requisition of the holders of not less than one-tenth of the paid up capital of the Company as at the date carries right of voting in regard to the matter in respect of which the requisition is made, forthwith proceed to convene an extraordinary General Meeting of the Company and in the case of such requisition the provisions of Section 100 of the Act shall apply.

- As to omission to give notice* 89. The accidental omission to give any such notice or the non-receipt of notice by; any of the members or persons entitled to receive the same shall not invalidate the proceeding at any such meeting.
- Quorum at General Meeting* 90. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 of the Act.
- Adjournment of the General Meeting* 91. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) 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.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (v) If the quorum is not present within half-an-hour from the time appointed for holding a general meeting of the company –
- (a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
- (b) the meeting, if called by requisitionists under section 100, shall stand cancelled.
- Chairman of General Meeting* 92. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- Subject to the provision of Section 104 of the Act, if at any meeting no director is willing to act as Chairperson or if no

director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

*Business confined to election of Chairman whilst Chair Vacant* 93.

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

*Questions at general meeting how to decide* 94.

At any General Meeting, a resolution put to vote of the meeting shall, be decided through voting by way of ballot or e-voting under Section 108 of the Act. Provided the matter related to appointment of Chairman of the meeting shall be decided by show of hands unless poll is demanded in which case voting will be done through ballot or e-voting

Subject to any rights or restrictions for the time being attached to any class or classes of shares –

(a) on a show of hands, every member present in person shall have one vote; and

(b) on voting through ballot or e-voting, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

*How members non competent is and minor may vote* 95.

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

If any member be a minor, the vote in respect of his share shall be by his guardian, or any one of his guardians if more

than one, to be selected in case of dispute by the Chairman of the meeting.

- Vote of Joint members*      96.      Any one of two or more joint holders may vote at any meeting either personally or by any attorney duly authorised under a power of an attorney or by proxy in respect of such share 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, but the other or others of the joint holders shall be entitled to be present at the meeting. Provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by an attorney duly authorised under a power of attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such share. Several executors or administrators of a deceased member in whose (deceased member's) sole name any share stands shall, for the purposes of this Article, be deemed joint holders.
- Chairman's casting vote*      97.      In the case of an equality of votes the Chairman shall have a casting vote in addition to the vote or votes to which he may be entitled as a member of the company.
- Notice of meeting*      98.      Twenty-one clear days' notice at least of every General Meeting, Annual or Extraordinary and by whomsoever called specifying the day, place and time of meeting and the general nature of the business to be transacted thereat shall be given in the manner hereinafter provided to such persons as are under these Articles or the Act entitled to receive notice from the Company, a meeting may be convened by a shorter notice, pursuant to compliance of the Act and its rules made thereunder. In the case of an Annual General Meeting, if any business other than (i) the consideration of the accounts, balance sheets, statement of profit and loss etc. and reports of the Board and Auditors (ii) the declaration of dividend, (iii) the appointment of Directors in place of those retiring, (iv) the appointment of and fixing of the remuneration of the Auditors, is to be transacted and in the case of any other meeting in any event, there shall be annexed to the notice of the meeting a statement setting out all the material facts concerning each such item of business including in particular the nature and extent of the interest, if any, therein of every Director and the Manager (if any), Key Managerial Personnel (KMP). Where any such item of business relates to or affects any other company the extent of shareholding interest in that other company of every Director, Manager and KMP, if any, of the Company shall

also be set out in the statement pursuant to provisions of the Act. Where any item of business consists of the accord of approval to any documents by the meeting, the time and place where the documents can be inspected shall be specified in the statement aforesaid.

*Notice to be given whether a meeting is adjourned for 30 days or more* 99.

When a meeting is adjourned for 30 days or more notice of an adjourned meeting shall be given as in the case of original meeting and for this purpose the period of notice shall be not less than 21 clear days. Save aforesaid it shall not be necessary to give the notice of an Adjournment or other business to be transacted at an adjourned meeting.

*Minutes of general meeting and Inspection thereof by member* 100.

Subject to the provisions of the Act, the Company shall cause to be kept minutes of all proceedings of general meetings which shall contain a fair and correct summary of the proceedings thereat and a book containing such minutes shall be kept at the Registered Office of the Company and shall be open during business hours on all working days, for such period not being less in the aggregate than two hours in each day as the Directors may determine for the inspection of any member without charge. The minutes aforesaid shall be kept by making within thirty days of the conclusion of every such meeting concerned entries thereof in the said book which shall have its pages consecutively numbered. Each page of the book shall be initialled or signed and the last page of the record of the proceedings of each meeting in the book shall be dated and signed by the Chairman of the same meeting within the said period of thirty days or in the event of the death or inability of the Chairman to sign as aforesaid within that period, by a Director duly authorised by the Board for that purpose. In no case shall the minutes be attached to any book by pasting or otherwise.

#### PROXY

*Voting in person or by proxy* 101.

The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.



In the case of a body corporate, by a representative duly authorised pursuant to provisions of the Act. Members in arrears not to vote.

- Appointment of proxy*      **102.**      Every proxy (whether member or not) shall be appointed in writing under the hand of the appointer or his Attorney or if such an appointer is a corporation under the common seal of such corporation or the hand of its officer or any Attorney duly authorised by it and any committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at a meeting.
- Custodian of instrument of proxy*      **103.**      Every instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances will admit be in any of the forms set out in the Act, if any, such instrument of appointment be confined to the object of appointment of an attorney or proxy for voting at meetings of the Company, it shall remain permanently, or for such time as the Board may determine, in the custody of the Company, if embracing other objects, a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company.
- Validity of votes given by proxy notwithstanding death of member*      **104.**      A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or 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 death, revocation or transfer shall have been received at the Office before the meeting.
- Time for objection to votes*      **105.**      No objection shall be raised to the validity of any vote, except at all meeting or poll at which such vote shall be tendered, and every vote, whether given personally or by proxy, not disallowed at such meeting or poll, shall be deemed valid for all purposes of such meeting or poll whatsoever.
- Chairman of any meeting to be the judge of validity of any vote*      **106.**      The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
- Casting of votes by a member entitled to more than one vote*      **107.**      On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not if he votes, use all his votes or cast in the same way all the vote he uses.

## **BOARD OF DIRECTORS**

- Number of Directors*                      **108.**      Until otherwise determined by a General Meeting and subject to provisions of Section 149, 151 and 152 of the Act the number of Directors shall not be less than three and more than fifteen including Alternate Directors.
- The following person designated as ‘first directors’ of the company;
1. Mr. K B Suri
  2. Mrs. Kanta Suri
  3. Mr. Sushil Suri
- Permanent Directors*                      **109.**      The Company, in a general meeting shall have power to appoint three or more Directors, who shall be Permanent Directors. The Permanent Directors shall act as such until they die or voluntarily resign or become incapable of acting and shall not, while holding the office be liable to retire by rotation or to vacate office under the provisions of the Companies Act until such time as they remain shareholders of the Company.
- Appointment of Alternate Director*   **110.**      The Board may appoint an Alternate Director to act for Director (hereinafter called the Original Director) during the absence for a period of not less than three months from the India, and such appointment shall have effect, and such appointee whilst he holds office as an Alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India.
- If the terms of office of the Original Director is determined before he so returns to India any provision in the Act or in these Articles for the automatic re-appointment of a retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.
- Directors may fill up Vacancies*                      **111.**      The Board shall have power at any time and from time to time to appoint any other qualified person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date up to which the Director in whose place he was appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election.
- Qualification of Directors*                      **112.**      No share qualification will be necessary for being appointed as or holding the office of a Director of the Company.

- Remuneration of Directors* 113. Subject to the provisions of Section 197 & 198 other applicable provisions of the Act, the remuneration shall be paid to the Directors of the Company. The remuneration of each Director for attending the meetings of the Board or Committee shall not be more than such sum as prescribed under the Act and rules made thereunder. Subject to the provisions of the Act the Directors shall be paid such remuneration as the Company in General Meeting shall from time to time determined.
- Special remuneration of Directors performing extra services* 114. Subject to the provisions of the Act and these presents, if any Directors be called upon to perform extra service or special exertions or efforts (which expression shall include work done by a Director as a member of any committee formed by the Directors) the Board may arrange with such Directors for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution of his remuneration above provided. Provided that total remuneration including aforesaid shall be within the ceiling prescribed under the Act.
- Director not a resident of the place of the Company to be paid travelling Expenses* 115. The Directors may subject to limitations provided by the Act allow and pay to any Director who is not a resident of the place where the Registered Office for the time being of the Company is situated or where the meeting of the Board is held and who shall come to such place for the purpose of attending a meeting of the Board or a Committee thereof such sum as the Directors may consider fair compensation for traveling expenses, in addition to his fees for attending such meeting as above specified.
- Reimbursement of expenses incurred by the Directors* 116. Directors shall be entitled for reimbursement of traveling and other expenses incurred in connection with the business of the Company.
- Directors may act notwithstanding vacancy* 117. The continuing Directors may act notwithstanding any vacancy in their body but so that if the number falls below the minimum number fixed, the Directors shall not, except in emergencies or for the purpose of filling up vacancies or for summoning a general meeting of the Company act as long as the number is below the minimum.
- Office of Directors to be vacated* 118. The office of a Director shall ipso facto be vacated on the happening of any of the events provided for in Section 167 of the Act.
- Additional Directors* 119. The Directors shall also have power at any time and from time to time to appoint any other qualified person to be a Director as an addition to the Board but so that the total

number of Directors shall not at any time exceed maximum prescribed limit. Any person so appointed as an addition to the Board shall retain his office only up to the date of the next Annual General Meeting, but shall be eligible for re-election at such meeting.

*Power to the financial institutions to nominate Directors on the Board any other*

120. The Company may agree with any financial institution, company or any other authority, person, state or institution that in consideration of any loan or financial assistance of any kind whatsoever which may be rendered by it, it shall have power to nominate such number of Directors on the Board of Directors of the Company as may be agreed and from time to time remove and reappoint them and to fill in vacancy caused by such Directors otherwise ceasing to hold office. Such nominated Directors shall not be required to hold any qualification shares and shall not be liable to retire by rotation.

*Debenture Directors*

121. Any Trust Deed for securing debentures or debenture-stock may, if so arranged, provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture-stock of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture-stock from time to time to remove any Director so appointed. A Director appointed under this Article is herein referred to as a "Debenture Director" and the terms "Debenture Director" means a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The trust deed may contain such ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

*Conditions under which Directors may contract with Company*

122. Subject to the provisions of Section 188 of the Act, a Director shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any shares in or debentures of the Company nor shall any such contract or arrangement entered into by or on behalf of the Company with a relative of such Director or a firm in which such Director or relative is a partner or with any other partner in such firm or with a private company of which the Director is a member or Director be avoided nor shall the Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reasons of such Director holding office or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him as provided by the Act.

- Disclosure of Interest*      **123.**      Every Director who is in any way whether directly concerned or interested in a contract or arrangement entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board as required by Section 184 of the Act. A general notice, at the first board meeting of the each financial year of the Company as provided for in Section 184 of the Act, the Director is a Director or a member of any specified body corporate or is a member of any specified firm and is to be regarded as concerned or interested any subsequent contract or arrangement with that body corporate or firm shall be sufficient disclosure of the concern or interest in relation to any contract or arrangement so made and after such general notice, it shall not be necessary to give special notice relating to any particular contract or arrangement with such body corporate, or the firm provided that such general notice is given at a meeting of the Board of Directors or the Directors concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given. Provided that this Article will not apply to any contract or arrangement entered into been the Company and any other company where any of the Directors of the Company or two or more of them together holds or hold not more than two percent of the paid-up share capital in the other Company.
- Interested Director not to participate or vote in the proceedings of the Board*      **124.**      Subject to the provisions of the Act, no Director shall as a Director take part in the discussion of or vote for any contract or arrangement in which he/she is any way whether directly or indirectly concerned or interested nor shall his/her presence count for the purpose of forming a quorum at the time of such discussion or vote.
- Retirement and rotation of Directors*      **125.**      Pursuant to provisions of Section 152 of the Act, not less than one-third of the two-third of the total number of directors of the Company, for the time being, is liable to be retire by rotation and who shall be eligible for re-appointment by the Company in General Meeting.
- Ascertainment of Directors retiring by rotation by filling of vacancies*      **126.**      Subject to Section 152 of the Act, the Directors to retire by rotation under the last proceeding 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.
- Eligibility for re-election*      **127.**      A retiring Director shall be eligible for re-election.
- Company to appoint successors*      **128.**      Subject to provisions of the Act, the Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto.

*Notice of candidature for office of Director except in certain cases* 129.

- (a) No person, not being a retiring Director, shall be eligible for election to the office of Director at any General Meeting unless he or some other member intending to propose him has at least fourteen clear days before the meeting left at the Registered Office a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office along-with deposit of such amount as prescribed under Section 160 of the Act.
- (b) On the receipt of the notice referred to in Clause (a) of this Article, the Company shall inform its members of the candidature of a person for the office of Director or the intention of a member to propose such person as a candidate for that office, by serving individual notice on the member not less than seven days before the meeting provided that it shall not be necessary for the Company to serve individual notice upon the member if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the district in which the Registered Office of the Company is situated of which one is published in the English language and the other in the regional language.

*Technical Directors*

130. The Board of Directors may at any time appoint any qualified technical person as a Director of the Company for such period and on such terms and conditions as it may in the interest of the Company deem fit. A Director appointed under this Article is hereinafter referred to as "Technical Director". Such Technical Director shall not be liable to retire by rotation. The number of such Technical Directors shall not exceed two at any time.

#### **PROCEEDINGS OF THE BOARD**

*Meeting to Directors*

131. Subject to the provisions of Section 173 of the Act, the Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

The Chairman, if any, or the Managing Director of his own motion or the Secretary of the Company shall upon the request in writing of a Director of the Company or if directed by the Managing Director or Chairman, if any, convene a meeting of the Board by giving a notice in writing to every Director for the time being in India and at his usual address in India to every other Director.

Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be determined by a

majority of votes. In case of an equality of votes, the Chairperson, if any, shall have a second or casting vote.

*Quorum*

132. Subject to Section 174 of the Act, the quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Director who are not interested, shall be the quorum during such number is not less than two.

The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

*Adjournment of meeting for want of quorum*

133. If a meeting of the Board could not be held for want of quorum, then the meeting shall be stand adjourned to such other time, date and place as may be fixed by the directors present, subject to the provisions of the Act.

*Chairman*

134. The Directors may from time to time elect from among their number, a Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the Board the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their members to be Chairman of the meeting.

*Questions at Board Meeting how decided*

135. 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.

*Powers of the Board at which quorum is present*

136. A meeting of the Board for the time being at which quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board generally.

*Directors may appoint Committee and delegate its power*

137. Subject to the restrictions contained in Section 179 of the Act or any other Section of the Act, the Board may delegate any of their powers to a Committee of Directors consisting of such Director or Directors or one or more Directors and a member or members of the Company as it thinks fit or to the Managing Directors, the Manager or any other principal officer of the Company or a branch office or to one or more of them together and it may from time to time revoke and discharge any such Committee of the Board either wholly or

in part and either as to persons or purposes; but every committee of the Board shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors. All act done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purpose of their appointment but not otherwise, shall have the like force and effect as if done by the Board provided that such delegation shall not be in respect of matters enumerated in the Act and rules made thereunder save and except that the said powers may be delegated only to the extent permitted by and subject to the restrictions and limitations contained in the Act.

*Chairman of the Committee* 138.

In absence of Chairperson appointed by the Board, a committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

*Meeting of Committee how to be governed* 139.

The meeting and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors in this Articles.

*Resolution by Circulation* 140.

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

*Acts of Board or Committees valid notwithstanding invalid appointment* 141.

All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue



of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed was qualified to be a Director and had not vacated his office or his appointment had been terminated provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated

*Minutes of proceeding of  
Directors and  
Committees to be kept* 142.

The Company shall cause minutes to be duly entered in a book or books provided for the purpose:

- 1) Of the names of the Directors present at such meetings of the Board, and of any Committee of the Board;
- 2) Of all orders made by the Board and Committees of the Board;
- 3) Of all resolutions and proceedings of the meetings of the Board and Committees of the Board; and
- 4) In the case of each resolution passed at a meeting of the Board, or Committees of the Board the names of those Directors, if any dissenting from or not concurring in the resolution.
- 5) Every such book shall be maintained and the minutes entered therein and signed in the manner laid down by Section 118 of the Act and the minutes so entered and signed shall be received as conclusive evidence of the proceedings recorded therein.

#### **POWERS OF THE BOARD**

*General powers of the  
Board of Directors* 143.

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

<i>Further powers of the Board</i>	<b>144.</b>	Without prejudice to the general power conferred by the Article, the Act and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by the Articles, but subject to the restrictions contained in the Article it is hereby declared that the Directors shall have the following powers, that is to say, power:
<i>To pay commission and Interest</i>	<b>145.</b>	To pay and charge to the capital account of the Company any commission or interest lawfully payable under the provisions of the Act.
<i>To acquire property</i>	<b>146.</b>	Subject to Sections 179, 188 and other applicable provisions of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
<i>To purchase lands, buildings etc.</i>	<b>147.</b>	Subject to the provision 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 outhouse thereon, suitable in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase lease or other acquisition, to accept such title as the Directors may believe, or may by advised to be reasonably satisfactory
<i>To pay for property in cash and otherwise</i>	<b>148.</b>	At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partly in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bonds, debentures, mortgages, or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
<i>To Insure</i>	<b>149.</b>	To insure and keep insured against loss or damages by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores produce and other movable property of the Company either separately or conjointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company, and to sell assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

- To construct building etc.* 150. 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 portions of the lands or buildings of the Company as may not be required for the purposes of the Company; to mortgage the whole or any portion of the property of the Company for the purposes of the Company, to sell all or any portion of the machinery or stores belonging to the Company.
- To secure contracts by mortgage* 151. Subject to the provisions of the Act, to secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
- To accept surrender of shares* 152. To accept from any member, so far as may be permissible by law, surrender of his shares or any part thereof, on such terms and conditions as shall be agreed.
- To appoint Trustees* 153. To appoint any person to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose 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* 154. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company and refer any differences to arbitration either according to Indian law or according to any foreign law and either in India or abroad, and observe, perform or challenge any award made thereon.
- To act in Insolvency matters* 155. To act on behalf of the Company in all matters relating to bankruptcy or insolvency.
- To give receipt* 156. To make and give receipts, release and other discharge for moneys payable to the Company and for the claims and demands of the Company.
- To Invest moneys* 157. Subject to the provisions of the Act and these Articles to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company), or without security and in such manner as they may think fit and from

time to time to vary or realise such investments Save as provided in Section 187 of the Act all investment shall be made and held in the Company's own name.

- To execute mortgage*                    **158.**    To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety for the benefit of the Company such mortgages of the Company's property (present or future) as they think fit and such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.  
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, release contracts and documents and to give the necessary authority for such purpose.
- To distribute bonus*                    **159.**    To distribute by way of bonus amongst the staff of the Company a share in the profits of the Company and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expenses of the Company.
- To create depreciation and other funds*    **160.**    Before recommending any dividend, to set aside, out of the profits of the Company such sums as they may think proper for Depreciation or a Depreciation Fund, Insurance Fund, General Reserve, Reserve Fund or Sinking Fund or any special Fund or Account to meet contingencies, or to repay redeemable preference shares, debentures or debenture stock, or for special dividends, or for equalising dividends, or for repairing, improving, extending and maintaining any of the property of the Company, and for such other purposes as the Directors may, in their absolute discretion, think conducive to the Company, with power from time to time to transfer moneys standing to the credit of one Fund or any part thereof to the credit of any other Funds, and to invest the several sums to set aside, or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors, in their absolute discretion, think conducive to the interests of the Company notwithstanding that the matters to which the Directors apply or upon which they expend the same, or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds including

the Depreciation Fund, in the business of the Company or In the purchase of repayment of redeemable preference share debentures or debenture-stock and that without being bound to keep the same separate from the other assets. If the assets constituting any of the above, funds are employed in the business of the Company, the Directors may, if they think fit but not otherwise pay or allow to the credit of such funds interests at such rate as the Directors may think proper but not exceeding 9 percent per annum or as maybe applicable under the Act.

*To provide to or welfare* 161.

To provide for the welfare of Directors or ex - directors or employees or ex-employees of the Company and the wives, widows and families or the dependents or connection of such persons by building or contributing to the building of houses dwelling or chawls or by grants of money pension, gratuities, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of interest and recreation, hospitals and dispensaries, medical and other attendance and other assistance subject to the limits laid down under the provisions of the Act as the Board shall think fit and subject to the provisions of the Act to subscribe or contribute or otherwise to assist or to guarantee moneys to charitable, benevolent, religious, scientific, national or other institutions, bodies and objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

*To appoint employees etc.* 162.

To appoint and at their discretion, remove or suspend such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, labourers, clerks, agents, servants and any other kind of employees for permanent temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments or remuneration and to require security in such instances and of such amount as they may think fit and from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit.

*To appoint Local Boards* 163.

From time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified locality in India elsewhere and to appoint any persons to be members of such local Board and to fix their remuneration.

- To delegate powers etc.**     **164.**     Generally, subject to the provisions of the Act and these Articles, from time to time to delegate (with or without powers of sub-delegation) all or any of the powers authorities and discretions, for the time being vested in the Directors to any employee of the Company or to any other person, firm or Company or otherwise to any fluctuating body of persons including a Local Board.
- Power of Attorney**     **165.**     At any time and from time to time by powers of attorney under the Seal of the Company to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment may (if the Board think fit be made in favour of the members or any of the members of any Committee of the Board or a Local Board or in favour of any Company or the Shareholders, Directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegate or attorneys as aforesaid to sub-delegate all or any of the posers, authorities and discretions for the time being vested in them.
- To dispose of property**     **166.**     Subject to Section 180 of the Act, to sell, lease or otherwise dispose any of the properties or undertakings of the Company.
- To enter into partnership etc.**     **167.**     Upon the Company entering into a partnership with any other person or company for the purpose of the carrying on the business as per the object clause of the Memorandum and Articles of Association the Company may obtain possess, have or retain all such powers as are available to partners are as available to partners under the Indian Partnership Act, 1932 or under any other law which may for the time being be in force and may perform, execute and/or do all such acts and things that a partner is required to or can or may perform, execute and/or do. For this purpose, the Board of Directors may authorise and/or appoint such one or more of Directors, officers or other representatives from time to time to do such acts, deeds or things as may be necessary for the purpose of obtaining, holding, exercising or enforcing the rights and powers of a partner and performing the duties and obligations of a partner. The above provisions will apply mutatis mutandis where a company becomes a member of an association of persons or a body of individuals including representing the Company at a meeting of the partners

- To accept powers of Attorney* 168. The Board of Directors may authorise, from time to time, accept to act as constituted attorney for any person or person(s) resident or non-resident in India or company whether belonging to resident or non-resident in India, and exercise through any Director or Directors or any person authorised by a Resolution on the Board all powers obtained in Company by the document of Power of Attorney.
- To subscribe to charitable and other funds* 169. Subject to the provisions of the Act, to subscribe or contribute or otherwise to assist, or to guarantee money to charitable, benevolent religious, scientific, political, national or other institutions or objects or for any exhibition or for any public, general or useful object not directly relating to the business of the Company.
- May make contracts etc.* 170. Subject to the provisions of 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.

#### **BORROWING POWERS**

- Power to borrow* 171. Subject to the provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Board of Directors shall have the power from time to time at their discretion to borrow any sum or sums of money for the purposes of the Company.
- Conditions on which money may be borrowed* 172. Subject to the provisions of the Act and these Articles, the Board of Directors may raise and secure payment of such sum or sums borrowed in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of bonds, perpetual or redeemable debentures or debenture-stock or any other instrument or any mortgage or charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being and debentures, debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same be issued.
- Bonds debentures etc. to be subject to control of Directors* 173. Any bonds, debenture debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Board of Directors, who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

- Issue at discount etc. or with special privileges* 174. Subject to the provisions of the Act and these Articles any bonds, debentures, debenture-stocks or other securities (except no Equity Shares shall issue at discount) may be issued at a discount premium or otherwise, and with any privileges and conditions as to redemption surrender drawing, allotment of shares appointment of Directors and otherwise provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.
- Mortgage of uncalled capital* 175. If any uncalled capital of the Company is included in or charged by any mortgages or other security, the Board of Directors 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.
- Indemnity may be given* 176. 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 Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

#### **MANAGING DIRECTORS/WHOLE-TIME DIRECTORS**

- Power to appoint managing Directors/ Whole-time Directors* 177. Subject to the provisions of the Act, and these Articles, the Directors may from time to time appoint one or more person as a Managing Director or Managing Directors (in which expression shall be including Additional Managing Directors) or Whole-time Director(s) of the Company for such term not exceeding five years at a time and subject to such contract as they may think fit.
- What provision he shall be subject to* 178. Subject to the provisions of the Act and of the Articles, a Managing Director/Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall ipso facto and immediately cease to be a Managing Director/whole-time Director if he ceases to hold the office of Director for any cause.
- Provided that if at any time the number of such Directors (including Managing Director/ Whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being, then such Managing Director/Whole-time Director, as the Directors shall from time to time shall be liable to retirement by rotation to the intent that the Directors not liable to



retirement by rotation shall not exceed one-third of the total number of Directors for the time being.

*Remuneration of  
Managing Director/  
Whole-time Director*

179. The remuneration of a Managing Director/Whole-time Director (subject to Section 197 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be recommended by the Directors to the members for their approval, and may be by way of fixed salary, or commission of profits of the Company; or by participation in any such profits or by any or all of these or any other modes, as the Board may think fit.

*Powers & duties of  
Managing Director/  
whole-time Director*

180. Subject to the supervision and control of the Board of Directors, day to day management of the Company shall be in the hands of the Managing Director/Whole-time Directors. The Board of Directors may from time to time entrust to and confer upon a Managing Director/Whole-time Director for the time being such of the powers exercisable as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as they think expedient, and may subject to the provisions of the Act and these Articles confer such powers either collaterally with, or to the exclusion of and in substitution for all or any of the Directors in that behalf; and may from time to time revoke, withdraw, alter or vary all or any of such powers.

**CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR  
CHIEF FINANCIAL OFFICER**

*Appointment of Chief  
Executive Officer,  
Manager, Company  
Secretary or Chief  
Financial Officer*

181. Subject to the provisions of the Act, –

A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

**AUTHENTICATION OF DOCUMENTS**

*Authentication or documents and proceedings*

182. Save as otherwise expressly provided in the Act to these Articles documents or proceedings requiring authentication by the Company, may be signed by a Director or an authorised Officer of the Company and need not be under its seal.

**THE SEAL**

*Common seal*

183. The Board shall provide for the safe custody of the seal.

The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

*Deeds how executed*

184. 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 one Director or the secretary or the person authorised by the Board for the purpose, provided certificate of shares may be sealed and signed in accordance with the provisions of the Act and rules made thereunder or any modification thereof or any other Rules in respect thereof from time to time in force.

*Seals abroad*

185. The Company may exercise the powers conferred by the Act and such powers shall accordingly be vested in the Directors.

**DIVIDENDS AND RESERVE**

*Declaration of dividends*

186. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified from the profits of the company.

- (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion,

either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.

- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- (iii) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (iv) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as dividend paid on the share.
- (v) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- (vi) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- (vii) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheques, online transfer or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (viii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (ix) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act. The Company shall not be liable or responsible for any cheque or warrant lost in transit or for any dividend lost by the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or Improper recovery thereof by any other means. No dividend shall bear interest against the company.

- Capital paid up in advance at interest not to earn dividend* 187. 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 or dividend.
- Dividend to be apportioned* 188. 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.
- Dividends in proportion to amount paid up* 189. Any capital paid up on a share during the period in respect of which a dividend is declared shall, unless the terms of the issue otherwise determine only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment of capital on the share.
- Power of Directors to limit dividends* 190. No large dividend shall be declared than is recommended by the Directors, but the Company in general meeting may declare a similar dividend. No dividend shall be payable except out of the profits of the year or any other, undistributed profits or otherwise than in accordance with the provisions of Section 123, 126 and 127 of the Act and no dividend shall carry interest as against the Company. The declaration of the Directors, as to the amount of the net profits of the Company shall be conclusive.
- No right to dividend before transfer* 191. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
- Depreciation Fund* 192. The Directors may, from time to time before recommending any dividend, set apart any such portion of the profits of the Company, as they think fit, as a depreciation fund applicable at the discretion of the Directors, for providing against any depreciation in the investments of the Company or for rebuilding, restoring, replacing or for altering any part of the buildings, work, plant, machinery or other property of the Company destroyed or damaged by fire, flood, storm, tempest, earthquake, accident riot, wear and tear or any other means whatsoever and for repairing altering and keeping in good condition the property of the Company or for extending and enlarging the building machinery and property of the Company with full power to employ the assets constituting such depreciation fund in the business of

the Company and that without being bound to keep the same separate from the other assets.

## ACCOUNTS

- Books of Accounts to be kept* 193. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
- Where to be kept* 194. The books of accounts shall be kept at the Office or subject to the provision of Section 128 of the Act at such other place as the Directors think fit and shall be open to inspection by the Directors during the business hours.
- Accounts to be audited* 195. Auditors shall be appointed and their rights and duties regulated in accordance with Section 139, 143 and other applicable provisions of the Act.
- Statement of accounts to be furnished to General Meeting* 196. The Directors shall from time to time in accordance with Section 129 or other applicable provisions of the Act cause to be prepared and to be laid before the Company in General Meeting such Financial Statements and reports as are referred to in those Sections.
- Accounts to be sent to each member* 197. A copy of every such Statement of Profit and Loss and Balance Sheet (including the Auditor's Report and the every other document required by law to be annexed or attached to the Balance Sheet) shall, at-least twenty-one clear days before the meeting at which the same are to be laid before the members be sent to the members of the Company, to holders of debentures issued by the Company (not being debentures which ex-facie are payable to the bearer thereof), to trustees for the holders of such debentures and to all persons entitled to receive notice of General Meeting of the Company as per the detailed provisions of the Act.

## DOCUMENTS AND NOTICE

- Service of documents or notice on members by the Company* 198. A document or notice may be served or given by the Company or an officer thereof on any member either personally or by sending it by post, courier or electronic mode or by hand to him to his registered address or (if he has not registered address in India) to the address, if any,

within India supplied by him to the Company for serving documents or notices on him.

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

- By Advertisement*                      **199.**      A document or notice advertised in a newspaper circulating in the area where the Registered Office is situated or wherein the majority of shareholders are residing, shall be deemed to be duly served or sent on the day on which the advertisement appears, on to every member who has no registered address in India and has not supplied to the Company any address within India for the service of documents on him or the sending of notice to him.
- On personal representatives etc.*                      **200.**      A document or notice may be served or given by the Company on or to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a pre-paid letter addressed to him by name or by the title of representative of the deceased or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the person claiming to be so entitled or (until such an address has been so supplied) by serving the document of notice in any manner in which the same might have been given if the death or insolvency had not occurred.
- To whom documents or notices must be served or given*                      **201.**      Documents or notices of every General Meeting shall be served or given in same manner as prescribed in preceding articles to (a) every member (b) every person entitled to a share in consequence of the death or insolvency of a member and (c) the auditors for the time being of the Company and any other person specified under the Act as such.
- Members bound by documents or notices served on or given to previous holders*                      **202.**      Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share shall be bound by every document or notice in respect of each share, previously to his name and address being entered on

the Register of Members shall have been duly served on the person from whom he derives his title to such share.

*Documents or notice by Company and signature thereto* 203. Any document or notice to be served or given by the Company may be signed by a Director or by some other person duly authorised by the Board for such purpose and the signature may be written, printed or lithographed.

*Service of Document or notice by member* 204. All documents or notices to be served or given by members or to the Company or any officer thereof shall be served or given by sending them to the Company or Officer at the registered office by post under a certificate of posting or by registered post or speed post or by courier or by leaving it at the registered office.

### CORPORATE SOCIAL RESPONSIBILITY

*Social Responsibility of the Company* 205. The Company shall endeavour to promote the objectives of social and economic development consistent with the needs of efficiency and productivity, harmonising the interest of the stakeholders and try to ameliorate the hardships and promote the welfare of the Community, especially in areas where it is carrying on its activities.

### WINDING UP

*Manner of Winding up* 206. Subject to the provisions of Chapter XX of the Act and rules made thereunder and Insolvency and Bankruptcy Code, 2016.

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) 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 if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### INDEMNITY

*Indemnification out of the assets of the company* 207.

Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Subject to the provisions of the Act every Director, Manager, Officer or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as auditor shall be indemnified out of the funds of the Company against all claims and it shall be the duty of the Directors out of the funds of the Company to pay all costs, charges losses and damages which any such person may incur or become liable to by reason of any contract entered into or act or thing done about the execution or discharge of his duties or supposed duties except such if any, as he shall incur or sustain through or by his own wilful act neglect or default including expenses and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such director, manager, officer or auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under prescribed Section of the Act in which relief is granted to him by the court.

*Exemption in certain cases* 208.

Subject to the provisions of the Act, no Director, Auditor or other officer of the Company shall be liable for the act, receipts neglects or default of any other Directors or officer or for joining in any receipts or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Director for on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person firm or company to or with whom any moneys securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment, omission, default or over-sight on his part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

## SECRECY

*Absolute prohibition* 209.

No member shall be entitled to visit or inspect any works of the Company without the permission of the Board of Directors or its authorised director/officer 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 secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the directors it would be inexpedient in the interest of the Company to disclose.

*General prohibition*

**210.** Every Director, Manager, Auditor, Treasurer, Trustee, Member, of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

*General Powers*

**211.** Where any provisions of the said Act, provides that the Company or its Board of Directors shall do such act, deed, or thing, or shall have a right, privilege or authority to carry out a particular transaction, only if it is so authorised in its Articles, in respect of all such acts, deeds, things, rights, privileges and authority, this Article hereby authorises the Company or its Board of Directors to carry out the same, without the need for any specific or explicit Article in that behalf.

*Note:* The Articles shall be signed by each subscriber of the memorandum of association who shall add his address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address, description and occupation, if any, and such signatures shall be in form specified.

Sr. No.	Names, addresses, descriptions & occupations of the subscribers	Signature	Witnesses (along with names, addresses, descriptions and occupations)
1.	Kulbhushan Suri Sh. Parduman Lal Suri 823, Ahhata Chatersain, Kalka (Business)	Sd/-	<p style="text-align: center;">Witness to all signatures:</p> <p style="text-align: center;">Sd/- (M. K. Mahajan) Chartered Accountant S/o. Late Sh. Bodh Raj 6, Sector-27A, Chandigarh</p>
2.	Devinder Singh Late Sh. Naranjan Singh MIG-48, Sector-1 Parwanoo (HP) (Business)	Sd/-	

Date: 18<sup>th</sup> October, 1984

Place: Parwanoo

