

ARTICLES OF ASSOCIATION
OF
ABM KNOWLEDGEWARE LIMITED*

1. PRELIMINARY
1. INTERPRETATION

- i) The marginal notes hereto shall not affect the constructions hereof. In these presents, unless there is something in the subject or context inconsistent therewith:-
- ii) "The Act" or "the said Act" means the companies Act, 1956 and includes any statutory modifications or re-enactment thereof for the time being in force in India containing the provisions of the Legislature in relation to Companies.
- iii) "Board of Directors" or "Board" means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board Meeting on acting by circular under the Articles.
- iv) "The Company" or "Board" means **ABM KNOWLEDGEWARE LIMITED.***
- v) "Dividend" includes bonus.
- vi) "Members" means the duly registered shareholders, from time to time, of the shares of the Company and includes the subscribers of the Memorandum of Association.
- vii) "Month" means a calendar month.
- viii) "Office" means a Registered Office for the time being of the Company.
- ix) "Persons" include corporations, companies, firms and individuals.
- x) "Proxy" means an instruments whereby any person is authorised to vote for a member at a general meeting.
- xi) "The Register" means the Register of Members to be kept pursuant to Section 150 of the Act.
- xii) "Seal" means the common seal for the time being of the Company.
- xiii) "Secretary" means and includes any person appointed in accordance with the provisions of the Companies (Secretary's Qualifications) Rules 1975 or any other rules for the time being in force.
- xiv) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto respectively by Section 189 of the Act.
- xv) "In writing" or "Written" mean and include words printed, lithographed, represented or reproduced in any mode in visible form.
- xvi) (a) Words importing the singular number also include the plural number.
(b) Words importing the plural number also include the singular number.
(c) Words importing the masculine gender also include the feminine gender.
(d) Subject as aforesaid any words or expressions defined in the Act, shall except where the subject or context forbids bear the same meaning in these Articles.

* Amended at the Annual General Meeting held on 15/2/2001,

Table A not to apply

2. The Regulations contained in Table A in the First Schedule to the Act shall not apply to the Company.

II. CAPITAL

* 3. The Authorized Share Capital of the Company is as provided in Clause V of the Memorandum of Association of the Company.

Capital

Power to issue capital

Power to increase Redeemable Preference Shares

Company's Shares not to be purchased

Allotments of shares

Installment on shares to be duly paid

Commission for placing shares

Liability of Joint-holders

Shares to be numbered progressively and no shares to be sub-divided

Acceptance of Shares

4. The Company in general meeting may from time to time increase the capital by creation of new shares of such amount as may be deemed expedient.

5. The Company shall have power to issue Preference Share, carrying a right of redemption out of the profits or the Company or out of share premium account of the Company in accordance with and subject to the provisions of Section 80 of the Act.

6. Except to the extent allowed by Section 77 of the Act, no funds of the Company shall be employed in the purchase or lent to shares of the Company.

7. Save as aforesaid, the shares whether forming part of the original capital or of any increased capital of the Company shall be under the control of the Directors, who may allot or otherwise dispose of same to such persons, on such terms and conditions and either at a premium or at par and at such times as the Directors may think fit but subject to the provisions of the Act, provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.

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

9. In accordance with the provisions of Section 76 of the Act, the Company may, at any time, pay a commission to any persons, for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock of the Company or procuring or agreeing to procure subscription (whether absolute or conditional) for any shares, debentures or debenture-stock of the Company. Such Commission may be paid or satisfied in cash or in shares, debentures or debenture-stock of the Company.

10. The joint holders of a share shall be severally as well as jointly liable for the payment of all installments on calls due in respect of such shares.

11. The shares in the Capital shall be numbered progressively according to their several denominations and except in the manner herein mentioned, no share shall be subdivided.

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

* Amended by special resolution passed by process of postal ballot/ E-voting on 23/03/2016.

Liability of Members

13. 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 of Directors shall, from time to time, require or fix for the payment thereof.

Trust not recognised

14. Excepted as ordered by a Court of competent jurisdiction or as provided by the Act not notice of any trust, express, implied or constructive shall be entered on the register of members or of debenture holders of the Company.

Notice of change of name of address or of marriage of member

15. No member who shall change his name or address or who being a female, shall marry, respectively, shall be entitled to recover any dividend or to vote, until notice of the change of name or address or of marriage be given to the Company in order that the same be registered.

Certificates to be issued

16. The Certificate of title to shares shall be issued under the Seal of the Company and shall bear the signature of any person or persons authorised by the board in that behalf. The Company shall within two months after the allotment of shares, complete and have ready for delivery the certificates of shares allotted, unless the conditions of issue of shares otherwise provide. The Director may sign a share certificate by affixing his signature thereon by means of any machine equipment or other mechanical means such as engraving in metal or lithography. Provided always that notwithstanding anything contained in this article the certificates of title to shares may be executed and issued in accordance with such other provisions of the Act or the Rules made thereunder, as may be in force for the time being and from time to time.

Member's right to Certificate

17. Every member shall be entitled, free of charges, to one certificate for all the shares registered in his name. Every certificate of shares shall specify the number and the denoting number/numbers of the shares in respect to which it was issued and the amount paid up thereon. For each further certificate the Directors shall be entitled, but shall not be bound, to prescribe a charge not exceeding one rupee. "Shares/Debentures Certificates shall be issued in marketable lots, sub-division/consolidation into marketable lots shall be done free of charge."

Fractional Certificate

18. The Company may issue such fractional Certificate as the Directors may approve in respect of any of the shares of the Company on such terms as the Directors think fit as to the period within which the fractional certificates are to be converted into share certificates.

Issue of new certificate in place of one defaced, lost or destroyed

19. If any certificate be worn out or defected or torn or be otherwise mutilated or there is no further space on the back thereof for endorsement of transfer, then, upon production thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof; and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given and upon such advertisement being published as the Board may require, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

Issue of Certificates to
Joint-holders

The first named of
holders deemed
sole holder

Such sum not exceeding one rupee as the Directors may from time to time prescribe shall be paid to the Company for every certificate issued under this clause. Provided that no fee shall be charged for issue of new certificates in replacement those which are old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised.

20. The certificate of shares registered in names of two or more persons shall be delivered to the person first named in the register.

21. If any share stands in the names of two or more persons, the persons first named in the Register shall as regards receipt of dividends or cash bonus, or service of notices or any other matter connected with the Company except voting at meeting and the transfer of the shares be deemed the sole holder thereof by the joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share and for all incidents thereof according to the provisions of the Act.

* III(A) Notwithstanding anything contrary contained elsewhere in this Articles of Association and subject to the applicable provisions of laws/regulations, shares and/or debentures (hereinafter called the securities) of the Company may be issued in and/or converted into dematerialised/electronic form (i.e. not in physical form), either in full or in parts, and/or rematerialised any time after such issue/conversion, either in full or in parts, at the discretion of the Board of Directors, for which the Board of Directors be and is hereby authorised to do so and that in case of such issue/conversion of securities in/into dematerialised/electronic form, the holder/s of such securities is/are entitled to hold and/or trade such securities in the electronic form until such are rematerialised, subject to provisions of law/regulations as may be applicable to the Company from time to time and that the Board of Director may at its discretion, subject to the applicable provisions of Laws, make any arrangements with Securities and Exchange Board of India, Stock Exchanges, Depositories, Registrars for transfer of securities or any other person(s)/intermediaries in order to give effect to the above said dematerialisation/rematerialisation of securities or trading of such securities.

VI. CALLS

22. The Directors may, from time to time by resolution passed at meeting of the Directors and not by a circular resolution make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them (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. Each member shall pay the amount of every call so made on him to the persons and at the time and place appointed by the Directors. A call may be made payable by instalments and shall be deemed to have been made when the resolution of the Directors authorising such calls was passed.

23. At least 15 days notice of any call shall be given by the Company specifying the time and place of payment and to whom such call shall be paid, provided that before the time for payment of such call, the Director may, by notice in writing to the members revoke the same or extend the time for payment thereof.

* Amended at the Annual General Meeting held on 15/2/2001.

Calls

Notice of calls

Amount payable at fixed times or by instalments payable as calls

24. If by the terms of issue of any share or otherwise any amount is or becomes payable on allotment or at any fixed date or by instalment at fixed times whether on account of the nominal 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 payable on the date on which by the terms of issue or otherwise such sum becomes payable and of which due notice has been given. In case of non payment of such sum, all the relevant provisions herein contained 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.

When interest on call or instalment payable

25. If the sum payable in respect, of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall be due, shall pay interest for the same at the rate of twelve per cent per annum from the date appointed for the payment thereof to the time of the actual payment or at such other rate as the Directors may determine. The Directors may, however, in their absolute discretion waive payment of any interest.

Evidence in action for call

26. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder or one of the holders, of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book and that notice of such call is duly recorded in the minute book and that notice of such call was duly given to the member sued, in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board at which any call was made nor any other matter whatsoever and the proof of the matters aforesaid shall be conclusive evidence of the debt.

Partial payment not to preclude forfeiture

27. Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

Payments of call in advance

28. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the sum due upon the shares held by him beyond the sum actually called for, and upon the moneys so paid in advance or so much thereof as from time to time exceeds the amount of calls then made upon the shares in respect of which would

but for such advance become presently payable pay interest at such rate not exceeding nine per cent per annum as the member paying such sum in advance and the Directors may agree upon and the Directors may at any time repay the amount so advanced upon giving to such member three months notice in writing. The member making such advance payment shall not however, be entitled to dividend or to participate in profits of the Company or at any voting rights in respect of the money so paid by him until the same would, but for such payment, become presently payable.

Members not entitled to privileges of membership until all calls paid

29. No member shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person together with interest and expenses, if any.

If call or instalment not paid, notice may be given

V. FORFEITURE OF SHARES AND LIEN

30. If any member fails to pay any call or instalment on or before the day appointed for the payment of the same. The Directors may at any time thereafter, during such time as the call or instalment remains unpaid serve a notice on such member requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

Form of notice

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

If notice complied with, shares may be forfeited

32. If the requisitions of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may, at any time thereafter, before payment on all calls or instalments, interest and expenses, due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Notice of forfeiture

33. When any share shall have been so forfeited, notice of the resolution of the Board of Directors shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the register of members, provided however, that the failure to give the notice will not in any way invalidate the forfeiture.

Forfeited shares to become property of the Company

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

Power to annual
forfeiture

35. The Directors may, at any time, before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as they may think fit.

Arrears to be paid
notwithstanding
forfeiture

36. Any member whose shares shall have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, instalments, interest and expenses, owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon, from the time of forfeiture, together with interest thereon, from the time of forfeiture until payment, at the rate of 12 percent per annum and the Directors may enforce the payment of such moneys or any part thereof if they think fit, but shall not be under any obligation so to do.

Effect of forfeiture

37. The forfeiture of a share involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share and all other rights incidental to the share except only such of those as by these presents are expressly saved.

Certificate of forfeiture

38. A certificate in writing under the hands of one Director and counter signed by the Secretary of the Company 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 of Directors to that effect, shall be conclusive evidence of that fact stated therein as against all persons entitled to such share.

Title of purchaser and
allottee of forfeited
shares

39. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute transfer of the share in favour of the person to whom the share is sold or disposed of and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share. Any such purchase or allottee shall not (unless by express agreement) be liable to pay any calls, amount, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment. Such purchaser or allottee shall not be bound to see the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

Company's lien on
shares

40. The Company shall have no lien on its fully paid up shares. In the case of partly paid up shares, the Company shall have a lien only to the extent of all moneys called or payable at a fixed time in respect of such share, otherwise

such partly paid up shares shall be free from any lien of the Company. Any lien on shares shall extend to all dividend from time to time declared in respect of such share. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Articles.

by sale

41. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as they think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell have been served as provided in Article 203 hereof on such member, his heirs, executors of administrators and default shall have been made by him or them in the payment fulfillment or discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to execute an instrument of transfer in respect of the shares sold and to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as aforesaid the certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate in lieu thereof to the purchaser or purchasers concerned.

Application of proceeds of sale

42. The net proceeds of such sale shall be received by the Company and after payment of the cost of such sale shall be applied in or towards satisfaction of the debts, liabilities or engagements of such member and the residue if any, paid to him, his heirs, executors and administrators or assigns or other legal representative as the case may be.

Validity of sale exercise of lien and after forfeiture

43. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings nor to the application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity of the sale and the entry in the Register in respect of the shares sold shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively, (the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Articles.)

Board of Directors may issue new certificates

44. Where any shares under the power in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien and the certificate in respect

thereof has not been delivered upto the company by the former holder of such shares, the Board of Directors may issue a new certificate of such shares distinguishing it in such manner as they may think fit from the certificate not so delivered.

Application of
forfeiture
Provisions

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

VI. TRANSFER AND TRANSMISSION

Execution of
transfer etc.

46. No transfer of shares in or debentures of the Company shall be registered unless in accordance with the provisions of section 108 of the Act and Article 47 hereof a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificates relating to the shares or debentures or if no such certificate is in existence, along with the letter of allotment of the shares or debentures provided the transferor shall be deemed to remain the holder of such share until the name of the transferor is entered in the Register in respect thereof.

"The company shall effect the transfer, transmission, subdivision or consolidation within one month from the date of lodgement of documents."

Form of transfer

47. The instrument of transfer of any share shall be in writing in the prescribed form and in accordance with Section 108 of the Act.

Notice to the transferee
and the transferor of
refusal to
transfer shares

48. If the Company refuses to register any such transfer of transmission of right, the Company 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 transferor or to the person giving intimation of such transmission, as the case may be.

No transfer to
infant etc.

49. No transfer shall be made to a minor, an infant or person of unsound mind.

Transfer to be left at
office and evidence
of title given when
transfer to be
retained

50. Every instrument of transfer duly executed and stamped shall be left at the office of the Company for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor of his right to transfer the shares. All instruments of transfer which shall be registered shall be retained by the Company, But any instrument of transfer which the Directors may decline to register shall on demand, be returned to the person depositing the same.

"No fee shall be charged for transfer of shares/debentures or the effecting transmission or for registering any letter or probate, letters of administration and similar other documents."

Closure of
transfer books

51. The Directors may, after giving not less than seven days previous notice by advertisement as required by Section 154 of the Act, close the Register of Members or the Register of Debenture-holders for any period or periods not exceeding

in the aggregate forty-five days in each year, but not exceeding thirty days at any one time.

Title to shares of deceased holder

52. The executors or administrators of a deceased member shall be the only persons recognised by the Company as having any title to his share except in case of joint holders, in which case the surviving holder or holders or the executors or administrators of the last surviving holder shall be the only person entitled to be so recognised, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him. The Company shall not be bound to recognise such executor or administration unless he shall have obtained probate or letters of administration or other legal representation, as the case may be, from a duly constituted Court of India to grant such probate or letters of administration, provided nevertheless that in cases, which the Board in its discretion consider to be special cases and in such cases only, it shall be lawful for the Board of Directors to dispense with the production of probate or letter of administration or such terms as to indemnity or otherwise as the Board of Directors may deem fit. The holder of succession certificate relating the share of a deceased member and operative in the State of Tamil Nadu shall be deemed to be an administrator for the purpose of this article.

Directors power to reject application of transfer

53. The Board of Directors shall have absolute and uncontrolled discretion and power to decline to register any proposed transfer or transmission of any share without assigning any reasons whatsoever. This Article shall apply notwithstanding that the proposed transferee or the proposed holder under transmission may already be a member of the Company. Registration of 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.

Registration of persons entitled to shares otherwise than by transfer (transmission clause)

54. Subject to the provisions of the Act and these presents, any person becoming entitled to share in consequence of death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Directors (which they shall not be under any obligation to give), upon producing such evidence 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 of the share in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.

Persons entitled may
received dividends
without being
registered
as members

Board may require
evidence of
transmission

Transfer by legal
representative

Certification of
transferor

Transfer of
debentures

Joint holders

Joint and
several liabilities for
all payments in
respect of shares

Title of survivors

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

56. Every transmission of share shall be verified in such manner as the Directors may require and the Company may refuse to register any such 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 Directors in their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.

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

58. The certification by the Company of any instrument of transfer of shares in or debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that there have been produced to the Company such documents as on the face of them show a prima facie title to the shares or debentures in the transferor named in the instrument of transfer but not as a representation that the transferor has any title to the shares or debentures.

59. The provisions of these Articles shall mutatis mutandis apply to the transfer or the transmission by operation of law of the right to Debentures of the Company.

VII. JOINT HOLDERS

60. Where two or more persons are registered as the holders of any share the person first named in the Register as one of the joint holders of a share shall be deemed the sole holder for matters connected with the Company subject to the following and other provisions contained in these presents.

a) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

b) On the death of any such joint holders the survivor or survivors shall be the only person or persons, recognised by the Company as having any title to the share but the Director may require such evidence of death, as they may deem fit and nothing herein contained

shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other persons.

Joint holders of shares to give receipt for payments in respect there of

c) Any one of several person who are registered as joint holders of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

Delivery of certificate and giving of notices to first named holder

d) Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to the delivery of the certificates relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in Article 203) from the Company and any documents served on or sent to such person shall be deemed service on all the joint holders.

Votes of joint holders

e) Any one of two or more joint holders may vote at any meeting either personally or by attorney duly authorised under power of attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the Register in respect of such share shall alone be entitled to vote in respect thereof but the other or others of the joint holders shall be entitled to be present at the meeting provided always that joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or proxy although the name of such joint holder present by an attorney or proxy stand 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 purpose of this sub-clause, be deemed joint holders.

VIII. INCREASE, REDUCTION AND ALTERNATION OF CAPITAL

Power to increase capital

61. The Company in General Meeting may from time to time by Ordinary Resolution, increase the capital by the creation of new shares of such amount as may be deemed expedient.

On what Conditions new shares may be issued. As to Preferences etc.

62. The new shares shall be issued on such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting, resolving upon the creation thereof, shall direct and if no direction be given, as the Directors shall determine, and in particular such shares may be issued with preferential or qualified right to dividends

and in the distribution of assets of the Company and with a Special or without any right of voting.

New shares to be offered to existing members

63. When at any time subsequent to the first allotment of shares in the Company it is proposed to increase the subscribed capital of the Company by the issue of new shares, then, subject to any directions to the contrary which may be given by the Company in general meeting and subject only to those directions, such new shares shall be offered to the persons who at the date of the offer are holders of the equity share of the Company, in proportion, as nearly as circumstance admit, to the capital paid up on those shares at that date, and such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than 15 days from the date of offer within which the offer, if not accepted, within which the offer, if not accepted, will be deemed to have been declined.

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

Notwithstanding anything herein contained the new shares aforesaid may be offer to any person, whether or not those persons include the persons who, at the date of the offer are holders of the equity shares of the Company, in any manner whatsoever:-

- a) if a Special Resolution to that effect is passed by the Company in general meeting;
- b) where no such Special Resolution is passed, if the votes cast (whether on a show of hands or on a poll, as the case may be) in favour of the proposal contained in the Resolution moved at the general meeting sanctioning the issue of such shares (including the casting vote, if any, of the Chairman) by members who being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members who, being entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in that behalf that the proposal is most beneficial to the Company.

How far new shares to rank with shares in original capital

64. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions of these presents.

Reduction of capital

65. The Company may from time to time by Special Resolution subject to confirmation by the Court and subject to the provisions of Section 100 to 104 of the Act, reduce

its share capital in any way; and in particular without prejudice to the generality of the power, may,

- a) extinguish or reduce the liability on any of its shares in respect of share capital not paid up; or
- b) either with or without extinguishing or reducing the liability on any of its shares, cancel any paid up share capital which is lost or is un-represented by available assets;
- c) either with or without extinguishing or reducing liability on any its shares, pay off any paid up share capital which is in excess of the wants of the Company.

Alteration of Capital

66. The Company in General Meeting may, by ordinary resolution:

- i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- ii) convert all or any of its fully paid up shares into stock and reconvert that stock into fully paid up shares of any denomination;
- iii) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced shares shall be the same as it was in the case of the share from which the reduced share is derived;
- iv) cancel shares which, at the date of the passing of the resolution in that behalf, have been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

67. 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 the issue of share of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therein.

Issue of further pari-passu shares not to affect the right of shares already issued

IX. MODIFICATION OF RIGHTS

68. Rights attached to the different classes of shares may be varied subject to any in accordance with Section 106 of the Act.

Power to vary shareholders rights

X. BORROWING POWERS

69. Subject to the provisions of Sections 292 and 293 of the Act, the Board of Directors may from time to time by a resolution passed at a Meeting of the Board, accept deposits from members, either in advance of calls or otherwise and may generally raise or borrow or secure the payment of any

Power to borrow

sum or sums of money for the Company. Provided, however, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary courses of business) exceed the aggregated of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board of Directors shall not borrow such moneys without the consent of the Company in general meeting.

Conditions of repayment of moneys borrowed

70. The payment or repayment of moneys borrowed pursuant to Articles 70 of these presents may be secured in such manner and upon such terms and conditions in all respect as the Board of Directors may think fit including by the issue of debenture or debenture stock of the Company (both present and future) and its uncalled share capital for the time being pursuant to a resolution passed at the meeting of Board of Directors but not by its circular resolution.

Debentures and Securities to be subject to control of Directors

71. Any debentures, debenture stock or other securities issued or to be issued by the Company shall be under control of the Directors who may issue them upon such terms and conditions and such manner and for such consideration as they shall consider to be for the benefit of the Company.

Terms of issue of Debentures

72. Any debentures, debenture stock or other securities may be issued at discount, premium or otherwise and may be used on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending general meeting of the Company and the right to appoint Directors and otherwise. Debentures carrying the right of conversion into or allotment of shares shall be issued only with the consent of the Company in general meeting.

Mortgage of uncalled capital

73. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Board of Directors shall subject to the provisions of the act and these present 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 or, if permitted by the Act, may, by instrument under the Company's seal, authorise the person in whose favour such mortgage or security is executed or any other person in trust for him, to make calls on the members in respect of such uncalled capital, and the provisions herein before contained in regard to calls shall, mutatis mutandis, apply to calls made under such authority, and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Board's power or otherwise, and shall be assignable if expressed so to be.

Priority be charge on uncalled capital

74. Where any uncalled capital of the Company is charged all persons taking any subsequent charge thereon shall take

the same subject to such prior charge and shall not be entitled by notice to the shareholders or otherwise, to obtain priority over such prior charge.

Indemnity may be given

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

Annual or ordinary General Meeting

XI. MEETINGS

76. The Annual General Meeting shall be held in accordance with Section 166 of the Act and shall be called for a time during business hours on a day that is not a public holiday and shall be held either at the Registered Office of the Company or at some other place within the City of Ahmednagar as the Board of Directors may determine and the notices calling the meeting shall specify it as Annual General Meeting.

Right to attend General Meetings

77. Every member of the Company shall be entitled to attend every general meeting either in person or by proxy, and the Auditor of the Company shall have the right to attend and to be heard at any general meeting on any part of the business which concerns him as Auditor.

Reports Statements and Registers to be laid on the table

78. At every Annual General Meeting of the Company there shall be laid on the table the Directors' Report and audited Statement of Accounts, Auditors' Report (if not already incorporated in the audited Statement of Accounts), the proxies lodged and the Register of Directors' holding maintained under section 307 of the Act. The auditors report shall be read by the Company in General Meeting and shall be open to inspection by any member of the Company.

Distinction between Ordinary and Extra-Ordinary General Meeting

79. All general meetings other than Annual General Meeting shall be called Extraordinary General Meetings.

Who may call an Extraordinary General Meeting

80. The Board may, whenever it thinks fit, call an Extraordinary General Meeting. If at any time they are not within India Directors capable for acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an Extra-ordinary General Meeting in the same manner, as nearly as possible as that in which such meeting may be called by the Board at such time and place as it or they may determine.

Calling of Extraordinary General Meeting on requisition

81. The Board of Directors of the Company shall on the requisition of such number of members of the Company as is specified in sub-section (4) of Section 169 of the Act, forthwith proceed duly to call an Extraordinary General Meeting of the Company, and in respect of any such req-

vision and of any meeting to be called pursuant thereto, all the other provisions of Section 169 of the Act and of any statutory modification thereof for the time being shall apply.

Notice of Meeting

82. A general meeting of the Company may be called by giving not less than 21 days notice in writing. However, a general meeting may be called after giving a shorter notice than that of 21 days, if consent is accorded thereto-

- i) in the case of Annual General Meeting, by all the members entitled to vote thereat; and
- ii) in the case of any other meeting, by members of the Company holding not less than 95 per cent of such part of the paid up share capital of the Company as gives them a right to vote at that meeting;

Provided that where any members of the Company are entitled to vote only on some resolutions or resolution to be passed at the meeting and not on the others, those members shall be taken into account for the purpose of this Article in respect of the former resolution or resolutions but not in respect of the latter.

Contents of notice

83. Every notice of a meeting of the Company shall specify the place, the date and hour of the meeting, and shall contain a statement of the business to be transacted thereat. No general meeting, annual or extraordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notice upon which it was convened.

Special Business

84. a) In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special, with the exception of business relating to :-

- i) the consideration of the Accounts, Balance Sheet and Profit and Loss Account and Report of the Board of Directors and the Auditors,
- ii) the declaration of dividend,
- iii) the appointment of Directors in the place of those retiring,
- iv) the appointment and the fixing of the remuneration of the Auditors.

In the case of any other meeting all business shall be deemed Special.

b) Whether any items of business to be transacted at the meeting are deemed to be Special as aforesaid, these shall be annexed to the notice of the meeting a statement setting out all material facts regarding each such item of business including particularly the nature and extent of interest, if any therein of every

Director and the Managing Director, if any, of the Company.

Provided that where any item of special business as aforesaid to be transacted at a meeting of the Company relates to or affects any other Company the extent of shareholding interest in that other company, of every Director and the Managing Director, if any, of the first mentioned Company shall also be set out in the statement, if the extent of such shareholding interest is not less than twenty per cent of the paid-up share capital of that other company.

Service of Notice

Notice to be given to the Auditors

Omission to give Notice not to invalidate Meeting

Resolution requiring Special Notice

Business of Annual Meeting

Special Business

Quorum to be present when business Commenced

Chairman of General Meetings

85. Notice of every meeting shall be given to every member of the Company as provided in Section 53 of the Act.

86. Notice of every meeting of the company shall be given to the Auditor or Auditors for the time being of the Company, in the manner provided in Section 53 of the Act.

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

88. Where by any provision contained in the Act or in these presents Special Notice is required of any resolution, notice in respect of the same shall be given to the Company and by the Company as provided in Section 190 of the Act.

XII. PROCEEDINGS AT GENERAL MEETINGS

89. The business of any Annual General Meeting shall be to receive and consider the Profit and Loss Account, the Balance Sheet and the Reports of the Directors and of the Auditors, to elect Directors in place of those retiring, to appoint Auditors and to fix their remuneration, to declare dividend and to transact any other business which, under these presents, ought to be transacted at an Annual General Meeting.

89A. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed Special.

90. Five members present in person shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting, unless the quorum requisite be present at the commencement of the business.

91. The Chairman of the Board of Directors or in his absence the Vice-Chairman of the Board shall, if willing, preside as chairman at every General meeting, Annual or Extraordinary. If there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declines to take the Chair, the Directors present may choose one of their member to be Chairman and in default of their doing so, the members present shall choose one of their

Directors to be Chairman and if no Director present be willing to take the chair, shall on a show of hand, elect one of their member to be Chairman of the meeting. If a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these presents and the Chairman elected on show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected Chairman as a result of the poll, he shall be the Chairman for the rest of the meeting.

When, if quorum not present, meeting to be dissolved and to be adjourned

92. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved but in any other case it shall stand adjourned to the same day in the next week, at the same time, and place or to such other day, time and place, as the Directors may be notice to the shareholders appoint. If at such adjourned meeting a quorum is not present those member who are present shall be a quorum and may transact the business for which the meeting was called.

Business confined to election of Chairman while chair vacant

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

How questions to be decided at meetings, Casting Vote

94. Every question submitted to a meeting shall be decided, in the first instance, by show of hands and in the case of an equality of votes, the Chairman shall, both on a show of hands and on a poll have a casting vote in addition to the vote to which he may be entitled as a member.

Voting by show of hands

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

Result of Voting

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

Demand for poll

97(1). Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by the person or persons specified, below, that is to say:

- a) by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote and on the resolution not being less than one-tenth of the total voting power in respect of the resolution.

- b) by any member or members present in person or by proxy and holding shares in the Company on which an aggregate sum of not less than fifty thousand has been paid-up.
- 2) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
- Time of taking poll 98. Any poll duly demanded on the question of adjournment shall be taken forthwith. A poll demanded on any other question (not being a question relating to the election of a Chairman) shall be taken at such time not exceeding 48 hours from the time when the demand was made, as the Chairman may direct.
- Power to adjourn General Meeting 99. The Chairman of a General Meeting, may with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- Business may proceed notwithstanding demand for poll 100. The Demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- Scrutinizers at poll 101 (1) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers to scrutinise the votes given on the poll and to report thereon to him.
- (2) The Chairman shall have power, at any time before the result of the poll is declared to remove a scrutineer from the office and to fill vacancies in the office of scrutineer arising from such removal or from any other cause.
- (3) Of the two scrutineers, one shall always be a member (not being an officer or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed.
- Manner of taking poll and result thereof 102. (a) The Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.
- (b) The result of the poll shall be deemed to be decision of the meeting on the resolution on which the poll was taken.
- Chairman to be the sole judge of the validity of the vote tendered at meeting and at poll 103. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of all polls shall be the sole judge of the validity of every vote tendered at such poll.
- Right of member to use his vote 104. On a poll taken at meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

Resolution passed at
adjourned meeting

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

Reports, Statements
and Registers to be laid
on the table

106. At every Annual General Meeting of the Company, there shall be laid on the table the Directors' Report, Audited statements of Accounts, Auditors' Report (if not already incorporated in the Audited Statements of Accounts), the Proxy Register with proxies and the Register of Directors's holdings.

Minutes of
General Meeting

107. The Company shall cause the proceedings of every general meeting to be entered in the book kept for that purpose and the minutes shall contain and include the matters specified in Section 193 of the Act.

Inspection of Minute
Books of General
Meetings

108. The books containing the aforesaid minutes shall be kept at the Registered Office of the Company and be open to the inspection of any member without charge as provided in Section 196 of the Act. Any member shall be furnished with a copy of any minutes in accordance with the terms of that section.

Votes may be given by
proxy or attorney

109. Subject to provisions of the Act, and these presents votes may be given either personally or by attorney duly authorised under power of attorney or by proxy or in case of a body corporate also by a representative duly authorised under Section 187 of the Act or by proxy of such representative of the body corporate.

XIII. VOTING RIGHTS

Votes of members

110. (a) Every member, who being an individual, is present in person or being a corporation, is present by a representative, shall have one vote on a show of hands.

(b) Every member who being an individual is present in person or by Proxy or by attorney duly authorised under power of attorney, or being a Corporation is present by a representative or his proxy shall, on a poll, have a voting right in proportion to his share of the paid up equity capital of the Company.

No voting by Proxy
on show of hands

111. No member not personally present shall be entitled to vote on a show of hands unless such member is present by attorney duly authorised under power of attorney or unless such member is a body corporate present by a representative duly authorised under Section 187 of the Act in which case such attorney or representative may vote on a show of hand as if he were member of the Company.

Votes in respect of
shares of deceased and
bankrupt member

112. Any person entitled under the Transmission Clause to any shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such share, provided that forty-eight hours at least

before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote he shall satisfy the Board of Directors of his right to Transmission of such shares, unless the Directors shall have previously admitted his right to Transmission of such shares or his right to vote at such meeting in respect thereof.

Instrument
appointing proxy

113. The instrument appointing a proxy shall be in writing under the hand of the appointed or his attorney duly authorised in writing or, if the appointed is a corporation, duly authorised by its, as person may be appointed a proxy though he is not a member of the company, but such proxy shall not have any right to speak at any meeting.

Members' rights to
appoint Proxy to be
stated in notice

114. Every notice convening a meeting of the Company shall state that a member entitled to attend and vote at the meeting is entitled to appointed a proxy to attend and vote on poll instead of him and that a proxy need not be a member of the Company.

And to be deposited
at Office

115. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting at which the persons named in the instrument of proxy proposed to vote in case of a poll and in default the instrument of proxy shall not be treated as valid.

When vote by proxy
valid, through
authority revoked

116. A vote 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 transfer of the Share in respect of which the vote is given, provided no intimation in writing of the death, revocation or transfer shall have been received at the office of the Company or by the Chairman of the meeting before the vote is given.

Form of Proxy

117. Every instrument of proxy, whether for a specified meeting or otherwise shall as nearly as circumstances will admit be in the form specified in Schedule IX of the Act.

Time and place to
inspect the
proxies lodged

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

No member entitled to
vote etc. while call due
to Company

119. No member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands or on poll in respect of any shares registered in his name on which any

calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

XIV. DIRECTORS

First Directors

120. The first Directors of the Company shall be :

1. Mr. V. SUBRAMONIAN
2. Mr. M. N. AHMED

Number of Directors

121. Until otherwise determined by the Company in General Meeting and subject to the provisions of Section 254 of the Companies Act, 1956, the total number of Directors (including the Nominee Director/s of Financial Institutions and/or Special Director/s) shall not be less than three nor more than twelve.

Power of Directors to appoint additional Directors

122. Subject as aforesaid the Directors shall have power at any time and from time to time, to appoint any other person or persons as a Director or Directors, either to fill a casual vacancy or as an addition to the Board but so that the total number of directors shall not at any time exceed the maximum number fixed. But any director or Directors so appointed shall hold office only until the next following General Meeting of the Company and shall then be eligible for re-election. If any casual vacancy has not been filled by the Board upto the date of the General Meeting of the Company next following the arising of the vacancy, the same may be filled by ordinary resolution of the members at such General Meeting.

Nominee Director of Financial Institutions

123. In case the Company obtains any loans/other facilities from financial institutions and it is a term that the said financial institution shall have a right to nominate one or more directors, then subject to such terms and conditions as may be agreed upon the said financial institutions shall be entitled to nominate one or more directors as the case may be, on the Board of Directors of the Company and to remove from office any such director so appointed and to nominate another in his place or in place of the director so appointed who resigns or otherwise vacates his office. Any director or directors so nominated shall not be liable to retire by rotation. Any such nomination or removal shall be made in writing and by a resolution of the Board of Directors of such financial institution or by any person duly authorised by it and shall be served at the office of the Company.

Special Directors

124. The company shall, subject to the provisions of the Act, be entitled to agree with any Government, person, firm or body corporate that he or it shall have the right to appoint his or its nominee on the Board of Directors of the Company upon such terms and conditions as the Company may deem fit. Such nominee and their successors in office appointed

Terms of Office of
Special Directors

under this Article shall be called "Special Directors" of the Company.

125. The Special Directors appointed under the last preceding Article shall be entitled to hold office until retired by the Government, person, firm or body corporate who may have appointed them, and will not be bound to retire by rotation or be subject to Articles hereof. A special Director shall not require any qualification Shareholding. As and whenever a Special Director vacates office whether upon request as aforesaid or by death, resignation or otherwise, the Government, person, firm or body corporate who appointed such Special Director may appoint another Director in his place. Every nomination, appointment or removal of a Special Director or other notification under this article shall be in writing and shall in the case of a Government be under the hand of a Secretary to such Government and in the case of a company under the hand of a Director of such company duly authorised in that behalf by a resolution of the Board of Directors. Subject as aforesaid a Special Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

Qualification of
Directors

Remunerations of
Directors

126. No Director shall be required to hold any share or qualification shares of the Company.

* 127. (a) The remuneration of a Director shall be such sum not exceeding the amount specified as per Section 310 of the Companies Act, 1956 as the Directors may fix for each meeting of the Board or any committee of the Board attended by him. The Directors shall also be paid any travelling, hotel and boarding expenses incurred to attend Director's or Committee Meeting.

(b) The Directors may offer and pay to any Director who is not a bonafide resident of the place where a meeting is held and who shall come to such place for the purpose of attending a meeting, such sum as the Directors may consider fair compensation for travelling, hotel and other expenses in addition to his remuneration as above specified and the Directors may from time to time fix the remuneration to be paid to any member or members of their body constituting a committee appointed by the Directors in terms of these presents and may pay the same.

Remuneration for
extra services

128. If any Director, being willing shall be called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the company shall remunerate such Director, in such manner as may be determined by the Board of Directors and such remuneration may be in addition to the fee payable to him under the preceding article. Attendance at a Board meeting or Committee meeting at the Registered Office of the Company shall not be deemed to

*Amended at the Annual General Meeting held on 28/09/2004

be extra service or special exertion within the meaning of this Article.

Directors may act notwithstanding vacancy

129. The continuing Directors or Director may act notwithstanding any vacancy in the Board but, so that, if their number falls below the minimum above fixed, the Directors or Director shall not except for the purpose of filling vacancies or summoning a General meeting, act so long as the number is below the minimum.

When Office of Director to be vacated

130. (1) Subject to the provisions of Section 283(2) of the Act the office of the Director shall become vacant if :

(a) he is found to be of unsound mind by a Court of competent jurisdiction;

or

(b) he applied to be adjudicated an insolvent;

or

(c) he is adjudged an insolvent

or

(d) he fails to pay any call made on him in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government has, by notification in the Official Gazette, removed the disqualification incurred, by such failures; or

(e) any office or place of profit under the Company or any subsidiary thereof is held by him in contravention of Section 314(i) of the Act; or

(f) he absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board of Directors for a continuous period of three months, whichever is longer without obtaining leave of absence from the Board of Directors; or

(g) he becomes disqualified by an Order of the Court under Section 203 of the Act; or

(h) he is removed in pursuance of Article 142 and Section 284 of the Act; or

(i) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is a partner or any private company of which he is a director, accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 295 of the Act; or

(j) he acts in contravention of Section 299 of the Act; or

(k) he is convicted by a Court for any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; or

(l) he having been appointed a Director by virtue of his holding any office or other employment in the Company, ceases to hold such office or other employment in the Company.

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

Directors may
contract with the
Company

131. (1) A Director or his relative, a firm in which such Director or relatives is a partner, any other person in such firm or a private company of which the Director is a member or Director, may enter into any contract with the Company for the sale, purchase or supply of any good materials or services or for underwriting the subscription of any shares in or debentures of the Company, provided that in the case of the Company having a paid-up Capital of not less than Rupees One Crore no such contract shall be entered into except with the previous approval of the Central Government and the sanction of the Board shall be obtained before or within three months of the date on which the contract is entered into in accordance with Section 297 of the Act.

(2) No sanction however shall be necessary for :

(a) any purchase of goods and materials from the Company or the sale of goods or materials to the Company, by any such Director, relative, firm, partner or private company as aforesaid for cash at prevailing market price; or

(b) any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other for sale purchase or supply of any goods, materials and services in which either the Company or the Director, relative, firm, partner or private company, as the case may be regularly trades or does business where the value of the goods and materials or the cost of such services do not exceed Rs.5,000/- in the aggregate in any year comprised in the period of the contract or contracts.

Provided that in circumstances of urgent necessity, the Company may without obtaining the consent of the Board enter into any such contract or contracts with the Director relative, firm, partner or private company even if the value of such goods or materials or the cost of such services exceeds Rs.5,000/- in the aggregate in any year comprised in the period of the aggregate, if the consent of the Board shall be obtained to such contract or contracts at a meeting within

three months of the date on which the contract was entered into.

A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement entered into or a proposed contract or arrangement entered into or a proposed contract or arrangement to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 295(2) of the Act. A general notice given to the Board by the Director to the effect that he is a Director or Member of specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for a further period of one financial year at a time by a fresh notice given in the last month of the financial year in which it would have otherwise expired. No such general notice and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

Interested Directors
not to Participate or
vote in Board's
proceedings.

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

Provided that this prohibition shall not apply :

(i) to any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or a surety for the Company.

(ii) to any contract or arrangement entered into or to be entered into with a public company, or a private company which is a subsidiary of a public company, in which the interest of the Director aforesaid consists solely (i) in his being a director of such company and the holders of not more than shares of such number or value therein as is requisite to qualify him for appointment as a director thereof, he having been nominated as such director by the company referred to herein or (ii) in his being a member holding not more than two per cent of the paid-up share capital of such company.

(iii) in case a notification is issued under sub-section (3) of Section 300 of the Act to the extent specified in the notification;

Register of contracts in which Directors are interested

133. The Company shall keep a Register of all contracts or arrangements in which any Director is interested or concerned as required by Section 301 of the Act.

Director may be a director of companies promoted by the company

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

Retirement of Directors by

XV. ROTATION OF DIRECTORS

135. At the First Annual General Meeting of the Company held next after the date of the General Meeting at which the first directors are appointed and at every subsequent annual general meeting, one third of such of the Directors for the time being are liable to retire by rotation or if their number is not three or a multiple of three, then the number nearest to one third, but not exceeding one third shall retire from office.

Ascertainment of Directors retiring by rotation and eligibility for re-appointment.

136. Subject to Section 284(5) of the Act, the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall retain office until the conclusion of the meeting at which his re-appointment is decided or his successor is appointed. The retiring Director shall be eligible for re-appointment.

Company to appoint successors

137. Subject to the provision of the Act at the Annual General Meeting at which a Director retires in the manner aforesaid, the members present at the meeting may fill up the vacated office by electing the retiring Director or some other person thereto.

Provisions in default of appointment

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

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

(i) at the meeting or at the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost.

(ii) the retiring Director has, by a notice in writing addressed his unwillingness to be so re-appointed;

(iii) he is not qualified or is disqualified for appointment.

(iv) a resolution whether special or ordinary, is required for the appointment or re-appointment by virtue of any provisions of the act; or

(v) the provisions to sub-section (2) of Section 263 of the Act is applicable to the case.

Single Resolution for the appointment of several directors prohibited

139. At a general meeting of the Company, a notion shall not be made for appointment of two or more persons as Director of the Company by a single Resolution; and the provisions of Section 263 of the Act in this behalf shall apply in all respects.

Company may increase or reduce the number of Directors.

140. Subject to Section 255 and 259 of the Act, the Company may, by ordinary resolution, from time to time, increase or reduce the number of Directors, within the limits fixed in that behalf by these presents.

Removal of Directors

141. Subject to the provisions of Section 284 of the Act the Company may remove any Director before the expiration of his period of office and appoint another person in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

Notice of candidature for Office of Director

142. (i) Subject to the provisions of the Act, and the presents any person who is not a retiring Director shall be eligible for appointment to the office of Director at any general meeting, if he or some member intending to propose him has, not less than fourteen days before the meeting left at the office of the Company 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 a the case may be, alongwith a deposit of five hundred rupees which shall be refunded to such persons, or as the case may be to such member, if the person succeeds in getting elected as a director.

(ii) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office fo the Company a notice under Section 257 signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign, and file with the Company, his consent in writing to act as a Director, if appointed.

(iii) A person other than

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

or

(b) an additional or alternate director or a person filling a casual vacancy in the office of a Director under Section 262 of the Act, appointed as a Director or re-appointed as an additional or Alternate Director, immediately on the expiry of his term of office.

or

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

XVI. PROCEEDINGS OF DIRECTORS

143 (a) (a) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they may think fit.

(b) A meeting of the Board of Director shall be held at least once in every three month and atleast four such meetings shall be held in every year.

(c) A director may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Board.

143 (B) Notice of every meeting of the Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director.

144. Subject to Section 287 of the Act, the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being round 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 Directors who are not interested, present at the meeting being not less than two, shall be quorum during such time.

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

Proceedings of
Directors

When meetings to be
convened and notice
thereof

Quorum

Decision of questions

145. Question arising at any meeting shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

Chairman

146. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office and unless otherwise determined, the Chairman shall be elected annually, if no Chairman is elected or if at any meeting the Chairman is not present at the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

Powers of quorum

147. A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or these presents are for the time being vested in or exercisable by the Directors generally.

Directors may appoint Committee and delegate powers

148. Subject to the Directors contained in Section 292 of the Act, the Board of Directors may appoint an executive or other committee or committees consisting of such members, of its body as it thinks fit to delegate any of their powers to such committee or committees and the Board may from time to time revoke and discharge any such committee or committees or the Board either wholly or in part and either as to person or purposes, but every committee of the Board so formed, shall, in the exercise of the power so delegated, confirm to any regulations that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise shall have the like force and effect as if done by the Board. Subject to the provisions of the Act and to the approval of the Company in General Meeting the Board of Directors may from time to time fix the remuneration to be paid to any member or members of the body constituting a committee appointed by the Board in terms of these presents and may pay the same.

Meetings of Committees

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

Acts of board or Committee valid notwithstanding defective appointment etc.

150. All acts done by any meeting of the Board or by a committee of the Board or by any person acting as Director shall not withstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or Committee or person acting as aforesaid, or that they or any of them were or was 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 presents, be as valid as if every such person had been duly appointed and was qualified to be a Director and had not vacated office or his appointment had not been terminated. Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to the invalid or to have terminated.

Passing of resolution
by circular

151. No resolution shall be deemed to have been duly passed by the Directors or by a Committee thereof by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or to all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Directors or member at their usual address in India and has been approved by such of the Directors as are then in India or by a majority of such of them, as are entitled to vote on the resolution.

Minutes

XVII, MINUTES

152. The Company shall cause minutes of all proceedings of every General Meeting and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept as and in the manner prescribed under Section 193 of the Act.

Minutes to be evidence

153. Any such minutes, if purporting to be signed by the Chairman of the Meeting at which the proceedings take place or by the Chairman of the next succeeding meeting shall be evidence of the proceedings.

Presumptions to
be drawn where
minutes duly drawn
are signed

154. Where minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of the Directors have been made and signed in accordance with the provisions of the presents and the Act, then until the contrary is proved, the Meeting shall be deemed to have been duly called and held and all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.

Inspection of minute
books of General
Meeting

155. (1) The books containing the minutes of the proceedings of any General Meeting of the Company shall be kept at the Registered Office of the Company and shall be open for inspection of members without charge between the hours of 2 p.m. to 5 p.m. during business hours on each working day except Saturday.

(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of thirty seven paise for every

one hundred words or fractional part thereof required to be copied.

XVIII. POWERS OF THE BOARD OF DIRECTORS

General Power of
the Board

156. Subject to the provisions of the Act the Board of Directors 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 Directors shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other Act or by the Memorandum of Association of the Company or these presents 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 thing, the Board of Directors shall be subject to the provisions contained in that behalf in the Act or in any other Act or in the Memorandum of Association of the company or these presents or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting.

Restrictions on
Board's powers

157 (1) The Board of Directors shall not, except with the consent of the Company in General Meeting:

- (a) sell, lease or otherwise dispose off the whole, or substantially the whole, of the undertaking of the Company or where the Company owns more than one undertaking, of the whole, or substantially the whole, or any such undertaking.
- (b) remit, or give time for the payment of, any debt due by a Director.
- (c) invest, otherwise than in trust securities, the amount of compensation received by the Company in respect of compulsory acquisition of any undertaking or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time.
- (d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (part from temporary loans obtained from the Company's Bankers in the ordinary course of business), exceeds the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, or
- (e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed twenty-five thousand rupees or five per cent of its average

net profits as determined in accordance with the Act during the three financial years immediately preceding, whichever it greater.

(2) Generally the Board of Directors shall exercise its aforesaid powers in consonance with and not in contravention of Section 293 of the Act.

(3) No regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

Certain powers to be exercised by Directors only at meeting.

158. The Board of Directors of the Company shall exercise the following powers on behalf of the Company, and it shall do so, only by means of resolutions passed at meeting of the Board of Directors.

- (a) the power to make calls on shareholders in respect of moneys unpaid on their shares;
- (b) the powers to issue debentures;
- (c) the power to borrow moneys including the power to enter into arrangements with bankers for the borrowing of moneys by way of overdraft or Cash credit or otherwise but not the actual day to day availing of such arrangements nor borrowing on debentures;
- (d) the power to invest the funds of the Company; and
- (e) the power to make loans :

provided that the Board of Directors may, by a resolution passed at a meeting, delegate to any committee of Directors, the Managing Director the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office the powers specified in clauses (c), (d) and (e) to the extent specified below:

- (i) Every resolution delegating the power to borrow moneys otherwise than on debentures shall specify the total amount at any one time upto which the moneys may be borrowed by the delegate;
- (ii) Every resolution delegating the power referred to in Clause (d) above shall specify the total amount upto which the funds may be invested and the nature of the investments which may be made by the delegate;
- (iii) Every resolution delegating the power referred to in Clause (e) above shall specify the total amount upto which loans may be made by the delegates the purpose for which the loans may be made and the maximum

amount of loans which may be made for each such purpose in individual cases;

(iv) Nothing in the Article contained shall be deemed to affect the right of the Company in General Meeting to impose restrictions and conditions on the exercise by the Directors of any powers herein specified.

Specific powers given to Directors

159. Without prejudice to the general powers conferred by the last preceding article and the other powers conferred by these presents it is hereby expressly declared that the Directors shall have the following powers, that is to say power;

Power to purchase or otherwise acquire various properties

(1) Subject to the provisions of the Act to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business, and goodwill of any persons, firm or Company carrying on the business which this Company is authorised to carry on in any part of India.

Power to purchase or otherwise acquire land

(2) Subject to the provisions of the Act to purchase, or take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings, and out-houses thereon, situate in any part of India, at a 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 be advised to be reasonably satisfactory.

Power to erect super structures

(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and shed, 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, to mortgage the whole of 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 pay preliminary expenses

(4) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

To acquire property

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

To insure properties

(6) To insure and keep insured against loss or damage by fire or otherwise of such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable prop-

erty of the Company either separately or jointly also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assigns, surrender or discontinue any policies of assurance effected in pursuance of this Power.

To open Accounts

(7) To open accounts with any bank or bankers or with any Company, firm or individual and to pay money into and draw moneys from any such account from time to time as the Directors may think fit.

to pay for property in Debentures

(8) As their discretion, to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid-up thereon as may be agreed upon, and any such bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully 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.

To secure contacts by mortgage

(9) To secure the fulfillment of any contacts or agreement entered into by the Company by mortgage or by charge of all or any of the properties for the Company and its uncalled capital for the time being or in such other manner as they may think fit.

To appoint officers etc.

(10) To appoint and at their discretion remove or suspend, such committee or committees of experts, technicians or advisers, such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.

Public Charity

(11) To contribute to any charitable object of public utility within the limits prescribed by Section 293 of the Act.

Welfare of Employees

(12) To support and subscribe to any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business to give pensions, gratuities, bonuses of charitable aid to any person or persons who have served the Company or to the wives, children, or dependent or such person or persons that may appear to the Directors just or proper whether any such person, his widow, children or dependents have or have not a legal claim upon the Company.

To accept surrender of shares

(13) Subject to the provisions of the Act to accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or any part thereof.

To appointment Trustees

(14) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.

To bring and defend action etc.

(15) 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.

To refer to arbitration

(16) To refer any claims or demands by or against the Company to arbitration.

To give receipts

(17) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.

To authorise acceptance etc.

(18) To determine who shall be entitled to sign on the Company's behalf bills, notes receipts, acceptances endorsements, cheques, releases, contracts and documents.

To appoint attorneys

(19) From time to time to provide for the management of the affairs of the Company in such manner as they think fit and in particular to appoint any person to be the attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms as may be thought fit.

To invest moneys

(20) 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, provided that, save as permitted by Section 49 of the Act, all investments shall be made and held in the Company's own name.

To give security by way of indemnity

(21) 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 for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

To give percentage

(22) To give to any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company

and such commission or share of profits shall be treated as part of the working expenses of the Company.

May make rules and regulations

(23) From time to time, to make vary and repeal rules and regulations for the conduct of the business and affairs of the Company, its officers and servants.

May make contracts etc.

(24) Subject to the provisions of the Act and these presents 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 of and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

To establish Reserve Funds

(25) Before recommending any dividend, to set aside out of the company such sums as they may think proper for depreciation or to a Depreciation Fund or to any Insurance Fund or as a Reserve Fund or Sinking Fund or any Special Fund to meet contingencies or to repay debentures or debenture-stock or for special dividends or for equalising dividend or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes, as the Board of Directors may, in their absolute discretion, think, conducive to the interest of the Company and subject to Section 292 of the Act to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they may think fit and from time to time deal with any 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 Board of Directors, in their absolute discretion think conducive to the interest of the Company, notwithstanding that the matters, to which the Board of Directors apply or upon which they expend the same or any part thereof may be matter 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 Board of 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 debentures or debenture-stock and that without being bound to pay interest on the same, with power however to the Board of Directors at their discretion to pay or allow to credit of such funds interest at such rate as the Board of Directors may think proper.

To pay commission

(26) To pay and charge to the capital account of the Company any commission or interest lawfully payable therefrom under the provisions of Section 76 and 208 of the Act.

Local Laws

(27) To comply with the requirements of any local law which in their opinion it shall in the interests of the Company be necessary or expedient to comply with.

Local Board

(28) From time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such Local board or any managers or agents and to fix their remuneration.

Delegation of Powers to Local Board etc.

(29) Subject to the provisions of Section 292 of the Act from time to time, and at any time to delegate to any such Local Board, or any member or members thereof or any managers so appointed any of the powers, authorities and discretions for the time being vested in the Board of Directors, and to authorise the members for the time being of any such local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation under Clause 27 of this Article may be made on such terms and subject to such conditions as the Board of Directors may think fit, and the Board of Directors may at any time remove any person so appointed and may annual or vary any such delegation.

Delegation of powers

(30) Generally subject to the provisions of the Act and these presents to delegate the powers, authorities and discretion vested in the Directors to any persons, committee, firm, company, or fluctuating body of persons.

Power to appoint Managing or Whole time Directors (s)

160. (A) Subject to the provisions of the Act, the Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors (in which expression shall be included a Joint Managing Director) or Whole-time Director or Whole-time Directors of the Company on such conditions and for such term not exceeding five years at a time as they may think fit and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

What provisions they shall be subject to

(B) Subject to the provisions of the Act and of these present, a Managing Director or a Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation under Article 137 but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or Whole-time Director if he ceases to hold the office of Director for any cause, provided that if at any time the number of Directors (including the Managing Director or 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 or Managing Directors or Whole Time Director or Whole-time Directors, as the Directors, may from time to time select, shall be liable to retirement by rotation to the intent that the Directors so liable to retirement by rotation shall not

exceed one-third of the total number of Directors for the time being.

Remuneration
of Managing or
Whole-time
Director (s)

(C) Subject to the provisions of the Act and to the approval of the Company in General Meeting the remuneration of a Managing Director or Whole-time Director shall from time to time be fixed by the Directors, and may be by way of fixed salary, or commission on profits of the company, or by participation in any such profits or by any or all of those modes.

Debenture Director

161. Any trust deed securing and covering the issue of debentures of the Company may provide for the appointment of a Director (in these presents referred to as "the Debenture Director") for and on behalf of the debenture holders for such period as is therein provided not exceeding the period for which the debenture or any of them shall remain outstanding and for the removal from office of such Debenture Director and on a vacancy being caused whether by resignation, death removal or otherwise, for appointment of a Debenture Director in the vacant place. The Debenture Director shall not be liable to retire by rotation or be removed from office except as provided as aforesaid.

Appointment of
Alternate Director

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

XIX. THE SECRETARY

Secretary may be
appointed

163. The Directors shall from time to time appoint a person (hereinafter called "the Secretary") to keep the Statutory Registers, to perform any other function which by the Act and the Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to the Secretary by the Directors and at their discretion the Directors may remove the person so appointed. The Directors may also from time to time appoint one or more Joint Secretaries or Additional Secretaries and Branch Office Secretary to perform any or all of the functions of the Secretary and at their discretion the Directors may remove one or more Joint Secretaries or Additional Secretaries or Branch Office Secretary so appointed.

Temporary Substitute

164. The Directors may at any time appoint a temporary substitute for the Secretary, who shall for the purposes of these presents be deemed to be the Secretary.

The Seal, its custody and use

XX. THE SEAL

165. The Directors shall provide a Common Seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by the authority of the Board of Directors or a Committee of the Directors previously given Every deed or other instrument to which the Seal of the Company shall be affixed shall be signed by at least two Directors and countersigned by the Secretary or such other person as may be authorised in that behalf by the Directors, provided nevertheless that certificates of shares may be under the signatures of such person as provided by the Companies (Issue of Share Certificates) Rules in force from time to time Saver as otherwise expressly provided by the Act, a Document or proceeding requiring authentication by the Company may be signed by a Director, or the Secretary or any other office authorised in that behalf by the Board and need not be under its seal.

XXI. REGISTERS

Registers

166. The Company shall keep and maintain the following Registers :

1. Register of investment made by the company but not held in its own name, as required by Section 49 (7) of the Act and shall keep it open for inspection, of any member or debenture holder of the Company without charge.
2. Register of charges as required by Section 143 of the Act and shall keep it open for inspection of any creditor or member of the Company without fee and any person on payment of a fee of Re.1/- for each inspection.
3. Register of members under Section 150 of the Act and shall keep the same open for inspection of any member or debenture holder without fee and of any other person on payment of a fee of Re.1/- for each inspection.
4. Register of Debenture Holders under Section 152 of the Act and shall keep open for inspection of any member or debenture holder without fee and for any other person on payment of a fee Re.1/- for each inspection.
5. Register of Contracts in which Directors are interested, as required by Section 301 and shall kept it open for inspection of any member without fee.

6. Register of Directors and Secretary, as required by Section 303 of the Act and shall keep it open for inspection of any member of the Company without charge and of any other person on payment of a fee of Re. 1/- for each inspection.
7. Register as to the Holdings by Directors of Shares and debentures in the Company as required by section 307 of the Act and shall keep it open for inspection of any member or debenture holder of the Company on any working day during the period beginning 14 days before the date of the company's Annual General Meeting and ending 3 days after the date of its conclusion.
8. Register of Investments in shares or debentures of bodies corporate in the same group according to Section 373 of the Act.
9. Books of Account in accordance with the provisions of section 209 of the Act.
10. Copy of instrument creating any charge registration according to section 136 of the Act.
11. Copies of Annual Returns prepared under Section 159 of the Act together with the copies of certificates and document required to be annexed thereto under Section 161.
12. Register of Renewed and Duplicate Certificates according to Rule 7(2) of the Companies (Issue of Share Certificates) Rules 1960.

Copies of entries in the above Registers shall be furnished to the persons entitled to the same on payment of thirty seven paise for every hundred words or fractional part thereof required to be copied. The Company shall give inspection of the above Registers to the person entitled to the same on any working day between the hours of 2 p.m. and 5 p.m. except Saturday.

XXII. ANNUAL RETURNS

167. The Company shall make the requisite Annual Returns in accordance with Sections 159 and 161 of the Act and shall file the same with the Registrar and shall also file three copies of the Balance Sheet and Profit and Loss Account in accordance with section 220 of the Act.

Annual Returns

XXIII. DIVIDENDS

Dividends

168. The profits of the Company subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve fund or other special fund or funds, shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively. Provided always that (subject as aforesaid) any capital paid upon share during the period in respect of which a dividend is declared shall unless the Directors otherwise determine entitled and shall be deemed always to have entitled the holders of such share only to an apportioned amount of such dividend as from the date of payment.

Dividends on Capital paid up in advance and carrying interest

169. Provided that where capital is paid up on any shares 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 profit.

Declaration of Dividends, Restriction on amount of Dividend

170. The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interests in the profits and may fix the time for payment. No larger dividend shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.

Dividends out of profits only and shall not carry interest

171. No dividend shall be paid otherwise than out of the profits of the year or any other undistributed profits of the Company and no dividend shall carry interest as against the Company.

What to do deemed net profits

172. The declaration of the Directors as to the amount of net profit of the Company shall be conclusive.

Dividends in proportion to amount paid up

173. The Company shall 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.

Interim dividends

174. The Directors may from time to time pay to the members such interim dividends as in their judgement the position of the Company justifies.

Debts may be deducted

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

Dividend and call together set off allowed

176. Any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes; but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if

so arranged between the Company and the member, be set off against the call. The making of a call under this Article shall be deemed ordinary business of an Annual General Meeting which declares a dividend.

Effect of transfer

177. A transfer of shares shall not pass the right to any dividend declared there on after such transfer and before the registration of the transfer.

Retention in certain

178. The Directors may retain the dividends payable upon shares in respect of which any person in under the Transmission Clause entitled to become a member or which any person under that Article is entitled to transfer, until such person shall become a member in respect fo such shares or shall duly transfer the same.

No member to receive dividend whilst indebted to the Company and Company's right to reimbursement thereof

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

Dividend to joint holders

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

Payment by post

181. Unless otherwise directed any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled or in the case of joint holders, to the registered address of that one whose name stands first on the register in respect of the joint holding; and every cheques or warrant so sent shall be made payable to the order of the person to whom it is sent. Several executors or administrators of a deceased member in whose sole name any share shall stand, shall for the propose of this Article be deemed to be joint holders thereof.

The Company shall not be responsible or liable for any cheque or warrant lost in transit for any dividend lost the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means.

Dividend to paid within forty two days

182. The Company shall pay the dividend or send warrant in respect thereof to the shareholder entitled to the payment of the dividend, within forty two days from the date of the declaration of the dividend unless :

- a) Where the dividend could not be paid by reason of the operation of any law.

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

Unclaimed Dividend

183. (a) If the Company has declared a dividend but which has not been paid within 42 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of expiry of the said period of 42 days, open a special account in that behalf in any Schedule Bank called "the unpaid dividend account of Evergo Capital Ltd., and deposit and amount of such unclaimed dividend in the said account.

(b) Any money transferred to the unpaid dividend account of the company which remains unpaid or unclaimed for a period of three years from the date of such transfer, shall be transferred by the Company to the General revenue account of the Central Government; A claim to any money so transferred to the general revenue account may be preferred to the Central Government by the Shareholder to whom the moneys is due.

(c) "No unclaimed dividend shall be forfeited by the Board."

XXIV. CAPITALISATION

Capitalisation of Reserves

184. (a) Any General Meeting may upon the recommendations of the Directors, resolve that any moneys investments or others assets forming part of the undivided profit of the Company, standing to the credit of any of the Company's Reserve Funds or to the credit of the Profit and Loss Account or any Capital Redemption Reserve Fund or in the hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the Share Premium Account be, subject to the provisions of section 78 of the Act, capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund shall not be paid in cash be shall be applied subject

to the provisions contained in clause (b) hereof on behalf of such shareholders in full or towards:

- i) paying either at par or at such premiums the Resolution may provide, any unissued shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions as aforesaid or
 - ii) paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture-stock held by such members respectively; or
 - iii) paying up partly in the way specified in sub clause (i) and partly in that specified in such clause (ii) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.
- (b) (i) Any moneys, investments or other assets representing premiums received on the issue of shares are standing to the credit of share premium account and
- (ii) If the Company shall have redeemed any Redeemable Preference Shares, all or any part of any Capital Redemption fund arising from the redemption of such shares, may be resolution of the company be applied only in paying up in full or in part any new shares or any shares then remaining unissued to be issued to such members of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the shares so issued;
- (c) Any General Meeting may resolve that any surplus moneys arising from the realisation of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge of income tax be distributed among the members on the footing that they receive the same as capital.
- (d) for the purposes of giving effect to any such resolution under this Article, the Directors may settle any difficulty which may arise in regard to the distribution of payment as aforesaid 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 payment shall be made upon the footing of the value so fixed or that fractions of value less than Re.1/- may be disregarded in order to adjust the right of all parties and may vest any such cash or specific assets in trustees upon such trust for

Fractional
Certificates

the persons entitled to the dividend capitalised fund as may seem expedient to the Director and generally may make such arrangements for the acceptance allotment and sale of such shares or other specific assets and fractional certificates or otherwise as they may think fit.

Sale of fractional shares

- (e) If and whenever any shares become held by any member in fraction, the Directors may subject to the provisions of the Act and these parents and to the directions of the Company in General Meeting, if any, sell these shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof. For the purpose of giving effect to any such sale. The Directors may authorise any person to transfer shares sold to the purchase thereof comprised in any such transfer and he shall not be bound to see 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.
- (f) where requisite, a proper contract shall be delivered to the Register for registration in accordance with Section 75 of the Act and Directors 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 effected.

XXV. ACCOUNTS

Books of Account to be kept

185. The Company shall cause to be kept proper books of account in accordance with Section 209 of the Act with respect to:

- (a) all sums of moneys received and expended by the Company and the matters in respect of which receipts and expenditure take place;
- (b) all sales and purchases of goods by the Company
- (c) the assets and liabilities of the Company;
- (d) such particulars relating to utilization of labour or material or to other items of cost as may be required and prescribed by the Central Government in this regard.

Books where to be kept

186. The books of account and other books and papers shall be kept at the Registered Office of the Company or at such other places as the Board of Directors think fit and shall

Books of Accounts
to be preserved

Inspection by
Members

Statement of Accounts
to be furnished to
General Meeting

Balance Sheet and
Profit and Loss
Accounts

Authentication of
Balance Sheet and
Profit and Loss
Accounts

be open to inspections by any Directors or any other person authorised under the Act during business hours.

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

188. The Board of Directors 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 and documents of the Company or any of them shall be open to the inspection of the members, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by a resolution of the Company in general meeting.

189. The Board of Directors shall lay before each Annual General Meeting a Profit and Loss Account for the Financial year of the Company and a Balance Sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or where an extension of time has been granted by the Registrar of Companies under the provisions of the Act by more than six months and the extension so granted.

190. (a) Subject to the provisions of Section 211 of the Act, every Balance Sheet and Profit and Loss Account of the Company shall be in the forms set out in Parts I and II respectively of Schedule VI of the act, or as near thereto as circumstances admit.

(b) So long as the Company is a holding Company having a subsidiary, the Company shall conform to Section 212 and other applicable provisions of the Act.

(c) If in the opinion of the Board, any of the current assets of the Company have not a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion be stated.

191. (1) Every Balance Sheet and every Profit and Loss Account of the Company shall be signed on behalf of the Board of Directors by the Secretary, and by not less than two Directors of the Company, one of whom shall be a Managing Director where there is one.

(2) Provided that when only one Director is for the time being in India, the Balance Sheet and Profit and Loss Account shall be signed by such Director and in such a case there shall be attached to the

Balance Sheet and the Profit and Loss Account a Statement signed by him explaining the reason of non compliance with the provision of Clause (1) above.

- (3) The Balance Sheet and the Profit and Loss Account shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

Profit and Loss Account
to be annexed
and Auditor's Report
to be attached to
the Balance Sheet

192. The profit and loss account shall be annexed to the Balance Sheet and the Auditors Report (including the Auditors separate, special or supplementary report, if any) shall be attached thereto.

Board's Report to be
attached to Balance
Sheet

193. (1) Every Balance Sheet laid before the Company is general meeting shall have attached to it a Report by the Board of Directors with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any Reserve in such Balance Sheet and the amount, if any, which in recommends, to be paid by way of dividend and material changes and commitments, if any; affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the Report.

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

- (3) The Board shall also give the fullest information and explanation in its report in cases falling under the proviso to Section 222 of the Act in an addendum to that report, on every reservation, qualification or adverse remarks contained in the Auditor's Report.

- (4) The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorised in that behalf by the Board and where he is not so authorised shall be signed by such number of Directors as are required to sign the Balance Sheet and the Profit & Loss Account of the Company by virtue of Clauses (1) and (2) of Article 192.

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

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

XXVI. AUDIT

195. Every Balance Sheet and Profit and Loss Account shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

196. The Company at the Annual General Meeting is each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting and shall comply with the provisions of Section 224, 224A, to 226 and other applicable provisions in regard thereto of the Act.

197. The remuneration of the Auditors of the Company shall be fixed by the Company in general meeting except that the remuneration for the Auditors appointed to fill any casual vacancy may be fixed by the Directors.

198. The powers and duties of the Auditors of the Company shall be as laid-down in section 227 of the Act.

199. The Company shall comply with the provisions of section 228 of the Act in relation to the audit of the accounts of branch offices of the Company except to the extent to which any exemption may be granted by the Central Government in the behalf.

200. The Auditors Report shall be read before the Company in general meeting and shall be open to inspection by any member of the Company.

201. Every account when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and henceforth shall be conclusive.

202. (1) A document (which shall for this purpose be deemed to include and shall include any summons, requisition, process, order, judgement, or any other document in relation to the winding-up of the Company) or notice may be served by the Company on any member thereof either personally or by sending it by post to him at his registered

Right of members to copies of Balance Sheet and Auditors Report

Accounts to be audited

Audit Provisions

Remuneration of Auditors

Powers and duties of Auditors

Audit of Branch Offices

Reading and inspection of Auditors Report

When account to be deemed conclusive

Service of documents on members by Company

address or if he has no registered address in India, to the address, if any, within India supplied by him to the Company for giving of notice to him.

(2) Where a document or notice is sent by post:-

(a) service thereof shall be deemed to be effected by properly addressing, repaying and posting a letter containing the document or the notice, provided that where a member has intimated to the Company in advance that documents 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

(b) such service shall be deemed to have been effected:

(i) in the case of a notice of a meeting at the expiration of forty eight hours after the letter containing the same is posted.

(ii) and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

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

(4) A document or notice may be served by the Company on the joint holders of a share by serving it on the joint-holder named first in the register in respect of the share.

(5) A document or notice may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in prepaid letter addressed to them by name, or by the title of representatives 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 or notice in

any manner in which it might have been served if the death or insolvency had not accrued.

(6) The signature to any document or notice to be given by the Company, may be written or printed or lithographed.

Service of documents
on company

203. (a) A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered office of the Company by post under a certificate of posting or by registered post or by leaving it at its Registered Office.

Advertisement

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

Transferees etc.
bound by prior notices

204. Every person, who by operation of law, transfer or other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such share which, previously to his name and address and title to the shares being notified to the Company, shall be duly given to the person from whom he derives his title to such share.

XXVII. SECRECY CLAUSE

Members not entitled to
information

205. Subject to the provisions of the Companies Act, no member shall be entitled except to the extent expressly permitted by the Act or these presents to enter upon the property of the Company or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it will be inexpedient in the interests of the members of the Company to communicate to the public.

Indemnity

206. Subject to the provisions of Section 201 of the Act, every Director, Managing Director, Officer or servant of the Company shall be indemnified by the Company against, and its shall be the duty of Directors out of the funds of the Company to pay all costs, charges, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such Officer or servant or in any way in the discharge of his duties 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, Managing Director, Officer or servant in defending

and proceedings, whether civil or criminal, in which judgement is given in his favour or he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted by the Court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company.

Individual responsibility
of Directors

207. Subject to the provision of Section 201 of the Act, no Director, Managing Director, Officer of the Company shall be liable for the acts, receipts, neglects of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of the title to any property acquired by order of the directors for or on behalf of the company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by an error of judgement, omission, default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own dishonesty.

XXVIII. WINDING UP

Distribution of assets

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

Distribution in
specie or kind

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

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

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

Rights of share holders
in case of sale

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