

**MEMORANDUM OF ASSOCIATION  
AND  
ARTICLES OF ASSOCIATION  
OF  
SAINT-GOBAIN SEKURIT INDIA LIMITED**



Form I. R.

CERTIFICATE OF INCORPORATION

No. 6946 of 1973-74

deleted U/S. 43-A(1) of the Companies Act, 1956.

I hereby certify that MAHARASHTRA SAFETY GLASS WORKS PRIVATE LIMITED

Asstt. Registrar of Companies

18/11/73

is this day incorporated under the Companies Act, 1956 (No.1 of 1956) and that the Company is Limited.

Given under my hand at NEW DELHI

this THIRTEENTH (22nd) day of NOVEMBER (KARTIKA)

One thousand nine hundred and SEVENTY THREE (SAKA-1895)



(S. KUMAR) Registrar of Companies DELHI & HARYANA

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SECOND CERTIFICATE OF INCORPORATION

Company No. 6946

I hereby certify that MAHARASHTRA SAFETY  
GLASS WORKS PRIVATE LIMITED was on THIRTEENTH (22nd)  
day of NOVEMBER (KARTIKA) One thousand nine hundred and  
SEVENTY THREE (SAK 1895) incorporated under the  
Companies Act, 1956 ( No.1 of 1956 ) and that the  
Company is Limited.

Given under my hand at BOMBAY this TENTH  
day of FEBRUARY One thousand nine hundred and  
EIGHTY SEVEN

*R. V. Dani*  
( R. V. DANI )  
ASST. REGISTRAR OF COMPANIES,  
MAHARASHTRA, BOMBAY.

R

FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME.

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA, BOMBAY.

In the matter of MAHARASHTRA SAFETY GLASS WORKS LIMITED.  
(Deemed Public Co. u.s. 43A of C.A. 1956.)

I hereby approve and signify in writing under section 21 of the Companies Act, 1956 (Act I of 1956) read with the Govt. of India, Dept. of Company Affairs, Notification No. CSR 507E dated the 24th June, 1985 the change of name of the company:-

FROM MAHARASHTRA SAFETY GLASS WORKS LIMITED.

TO MAHARASHTRA GLASS AND AGRO LIMITED.

AND I hereby certify that MAHARASHTRA SAFETY GLASS WORKS LIMITED, which was originally incorporated on THIRTEENTH day of NOVEMBER 1972

under the Act, 1956 and under the name: MAHARASHTRA SAFETY GLASS WORKS PRIVATE LIMITED.

having duly passed the necessary resolution in terms of section 21/22(a) & 22(b) of the Companies Act, 1956 the name of the said company is this day changed to: MAHARASHTRA GLASS AND AGRO LIMITED. (Deemed Public Company u.s. 43A of the C.A. 1956.) and this certificate is issued pursuant to sec. 23(1) of the said Act.

GIVEN UNDER MY HAND AT BOMBAY THIS TWELFTH DAY OF NOVEMBER 1985.  
(one thousand and nine hundred ninety-two.)

(M. Chandana Muthu)  
(M. CHANDANA MUTHU)

ASST REGISTRAR OF COMPANIES,  
MAHARASHTRA, BOMBAY

Note: Here, the name of the company is changed prior to change. Here, give the name of the Act(s) under which company is registered and incorporated.

No. 11-18367

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

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,  
MUMBAI.

In the matter of MAHARASHTRA GLASS AND AGRO LIMITED

I hereby approve and signify in writing under Section 21  
of the Companies Act, 1956 (Act of 1956) read with the  
Government of India, Department of Company Affairs,  
Notification No. G.S.R. 507E dated the 24th June 1985 the  
change of name of the Company.

from MAHARASHTRA GLASS AND AGRO LIMITED

to SEKURIT SAINT-GOBAIN INDIA LIMITED


and I hereby certify that

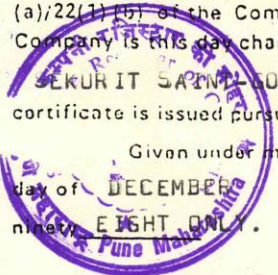
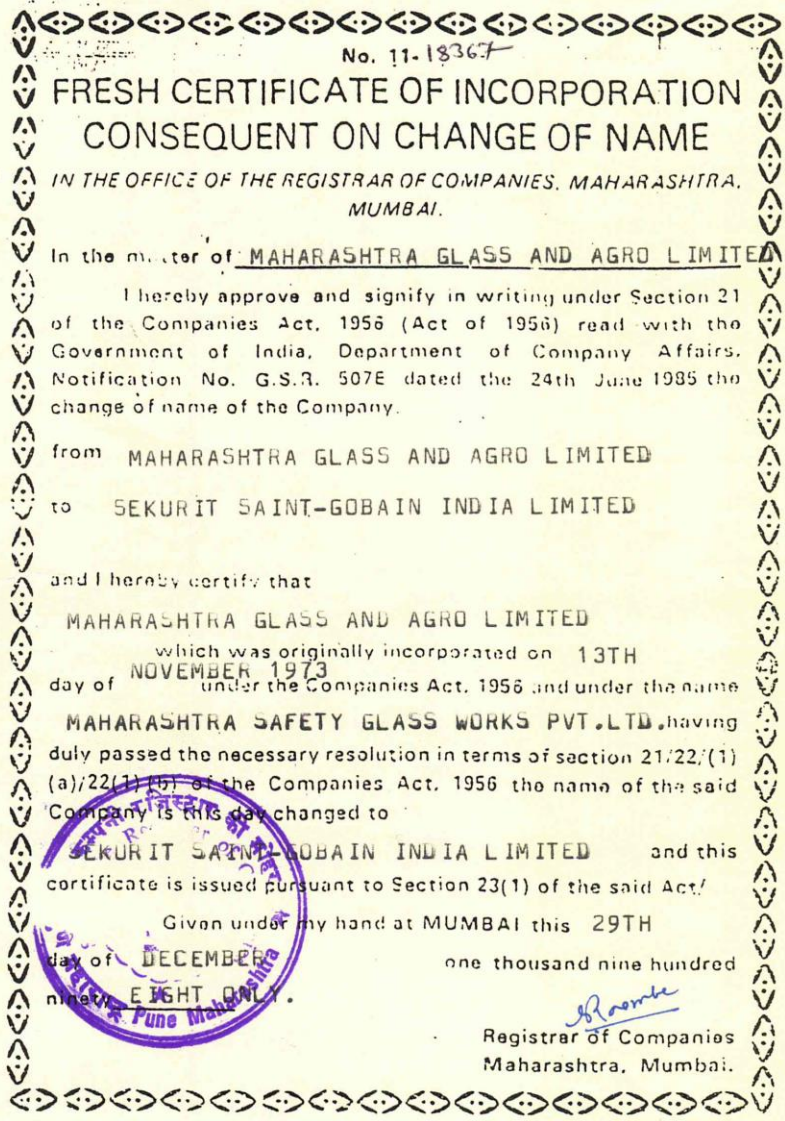
MAHARASHTRA GLASS AND AGRO LIMITED  
which was originally incorporated on 13TH  
day of NOVEMBER 1973  
under the Companies Act, 1956 and under the name

MAHARASHTRA SAFETY GLASS WORKS PVT.LTD., having  
duly passed the necessary resolution in terms of section 21/22/(1)  
(a)/22(1)(b) of the Companies Act, 1956 the name of the said  
Company is this day changed to

SEKURIT SAINT-GOBAIN INDIA LIMITED and this  
certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at MUMBAI this 29TH  
day of DECEMBER one thousand nine hundred  
ninety EIGHT ONLY.

  
Registrar of Companies  
Maharashtra, Mumbai.



No. - 11 - 18367

FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,  
PUNE

In the matter of SEKURIT SAINT-GOBAIN INDIA LIMITED

I hereby approve and signify in writing under Section 21 of the Companies Act, 1956 (Act of 1956) read with the Government of India, Department of Company Affairs, Notification No. G.S.R. 507E dated the 24th June 1985 the change of name of the Company.

from SEKURIT SAINT-GOBAIN INDIA LIMITED

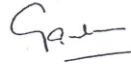
to SAINT-GOBAIN SEKURIT INDIA LIMITED

and I hereby certify that - SEKURIT SAINT-GOBAIN INDIA LIMITED

which was originally incorporated on THIRTEENTH day of NOVEMBER, 1970 under the Companies Act, 1956 and under the name MAHARASHTRA SAFETY GLASS WORKS PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 / 22 / (1)(a) / 22(1)(b) of the Companies Act, 1956 the name of the said Company is this day changed to SAINT-GOBAIN SEKURIT INDIA LIMITED and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at PUNE this TWENTIETH day of NOVEMBER ~~One Thousand Nine Hundred Eighty~~ TWO THOUSAND.



  
(K.V. GAJAM)  
Registrar of Companies  
Maharashtra, Pune

MEMORANDUM OF ASSOCIATION

OF

**SAINT-GOBAIN SEKURIT INDIA LIMITED**

- I. The name of the Company is SAINT-GOBAIN SEKURIT INDIA LIMITED
- II. The registered office of the company will be situated in the State of Maharashtra.
- III. The main objects to be pursued by the company on its incorporation are:
  - (a) 1. To manufacture, buy, sell, import, export, alter, improve, manipulate, 'prepare for market and/or otherwise deal in laminated safety glass – curved or flat, toughened glass - curved or flat and all kinds of automobile glass, sheet, float and plate glass, bevelled and unbevelled silvered sheet and plate glass, glass insulating units, glasswool, fibre glass, glass bricks, welding glass, coloured glass, signal glass, decorative glass, icy-flowered glass and glass of all types, acrylic plastic sheets, glass doors and fittings and all other articles and things associated with or auxiliary to the business of such manufacture.
  2. To manufacture, buy, sell, import, improve, manipulate, prepare for otherwise deal in glasswares and glass bottles and caps of all types.\*
  - (b) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE MAIN OBJECTS ARE :
    1. To manufacture, by, sell, import, expert, alter, improve, manipulate, prepare for market and/or otherwise deal in glue, synthetics, resins, turpentine, varnish, paints, greases, sealing-wax, metal polish, chemicals and all bye-products calculated directly or indirectly to enhance the value of the company's property for the time being.
    2. To build, construct, maintain, enlarge, pull down, remove or replace, improve or develop and to work, manage and control any buildings, offices, factories, mills, foundries, refineries, godowns, warehouses, shops, machineries, engines, roadways or other means of transport, sidings, bridges, reservoirs, dams, water courses, water systems wharves, electric works, gas works, operated by any other kind of power and also other machinery, equipment conveyances, works,

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\* Clause 3A, 3B and 3C were deleted vide resolution passed at the Extraordinary General Meeting held on 22<sup>nd</sup> November 1999.

and conveniences which may be calculated directly or indirectly to advance the interest of the company and to subsidise, contribute to or otherwise *assist* or take part in doing any of those things and/or to join with any person or company or any government authority in doing any of the things.

3. To apply for purchase, or otherwise acquire any patents, trade names, licences, concessions and the like, conferring any exclusive or nonexclusive or limited right or to use any secret or other information and invention which may seem capable of being used for any of the purposes of the company for the attainment of its objects and to use, exercise, develop and grant licences in respect of or otherwise turn to account the property, rights, or information so acquired.
4. To acquire from any government, state or authority, licences, concessions, decrees, rights, powers and privileges, or other form of statutory or official authority whatsoever which may seem to the company capable of being turned to account and to hold, use, explore, survey, cultivate, work, manage, improve, develop and turn to account the same and to lease, mortgage, sell, abandon, deal with or otherwise dispose of any part thereof.
5. To apply for, and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality provisional order or licence from any authority for enabling the Company to carry any of its object into effect or for extending any of powers of the company or for effecting any modification of the constitution of the company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the company.
6. For any of the purpose of the company to carry or, all or any of the business of the importers, exporters, refrigerators, ships, charters of ships or other vessels, warehousemen, merchants carriers, forwarding agents and wharfingers.
7. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshop for scientific and technical researches experiments and to undertake and carry on all scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing,



subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings, and conferences and by providing the remunerations of scientific or technical professors or teachers and by providing for the award of scholarships, prizes, grants and subsidies to students or otherwise and generally to encourage, promote and reward, studies, researches, investigations, experiments, tests and inventions or any kind that may be considered likely to assist any of the business which the company is authorised to carry on.

8. To purchase, take on lease or licence or in exchange hire or otherwise any real and/or personal property and any rights or privileges which the company may think necessary or convenient for the purposes of its business or may enhance the value of any property of the company and in particular any land (freehold, or other tenure) buildings, easements, machinery, plant and stock-in-trade and on any such land, to erect buildings, factories, sheds, godowns or other structures for the works and purposes of the company and also for the residence and amenity of the employees, staff, and other workmen and erect and install machinery and plant and other equipment deemed necessary or convenient or profitable for the purpose of the Company.
9. To exchange, sell, convey, assign or let on lease or grant licence for the whole or any part of the company's immovable properties and to accept as consideration or in lieu thereof other land or cash or government securities or securities guaranteed by government or shares in joint stock companies or partly the one and partly the other or such other property or securities as may be determined by the company and to take back or reacquire any property so disposed of by repurchasing or leasing the same or obtaining a licence for such price or prices and on such terms and conditions as may be agreed upon.
10. To enter into any agreements with the Government of India or any other government or with any authorities, public, municipal, local, railway or with any other person that may seem conducive to the objects of the company or any of them and to obtain from any such government, authority or persons any rights, privileges, charities contract, licences and concessions which the company may think it desirable to obtain and to carry out exercise and comply therewith and dispose of or turn to account the same.

11. To merge or amalgamate with any person or company carrying on business similar to those of the company whether by sale or purchase (for fully or partly paid shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid without winding up or by purchase (for fully or partly paid shares or otherwise) of all the shares or stock of any such other company, or in any other manner.
12. To purchase or otherwise acquire and undertake the whole or any part of the business, right and liabilities of any person firm or company carrying on or proposing to carry on any business which the company, is authorised to carry on, or possessed of property or rights suitable for any of the purposes of the company, or which can be carried or in conjunction therewith or which is capable of being conducted so as directly to benefit the Company and to purchase, acquire, sell and deal in property, share stock, debenture, stock of any such person, firm or company and to conduct, make, to carry into effect any arrangement, in regard to the winding up the business of any such person, firm or company.
13. To improve, manage, develop, grant, rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the company.
14. To distribute any of the company's property among the members in specie or in any manner whatsoever in the event of winding up of the company.
15. To pay for any property or rights acquired by the company either in cash or fully or partly paid shares or by the issue of securities, or partly in one mode and partly in another and generally on such terms as may be determined.
16. To pay out of the funds of the company all costs charges and expenses which the company may lawfully pay with respect to the promotion, formation and registration of the company and or which the company shall consider to be preliminary, procuring the underwriting of shares, debentures or other securities of the company, expenses spent upon the formation of agencies, branches and local boards.
17. To borrow or raise money, or to receive money on deposit or loan at interest or otherwise in such manner as the Company may think fit and in particular by issue of debentures perpetual or otherwise and convertible into shares in this or

any other company or not and to secure the repayment of any such money borrowed raised or received or owing by mortgage, pledge, charge, or lien upon all or any of the property, assets or revenue of the company (both present and future) including its un-called capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person, firm or company of any obligation undertaken by the company.

18. To confer upon any encumbrances or trustees for any encumbrances of uncalled capital, such powers of making and enforcing calls and of vetoing the transfer of shares not fully paid up as may be thought fit.
19. To guarantee the issue of or the payment of interest on the shares, debentures, debenture stock or other security or obligations of any company or associated engaged in similar business and to pay or provide for brokerage, commission for underwriting in respect of any such issue.
20. To grant annuities, pensions, allowances, donations, provident fund, stocks options, gratuities and bonuses to any employee or ex-employees (including directors, and ex-directors) of the company or the relations, connections, or dependents of any such person and to establish or support associations, institutions, clubs, schools, funds schemes, and trusts (religious), scientific, educational, provident or otherwise which may be considered or calculated to benefit any such person or otherwise advance the interests of the company or of its members and to establish and contribute any scheme for purchase. by trustees of shares in the company to be held for the benefit of the company's employees and to lend money to the company's employees and to support or subscribe to any charitable objects and institution and to clubs societies or fund.
21. To invest any moneys of the company not immediately required in such form as may be thought expedient.
22. To procure the registration or other recognition of the company in any country state or place and to establish and regulate agencies for the purpose of the company's business and to apply or join in any parliament, state assembly government, local, municipal or other authority or body for any Act of

Parliament, award, decree, concession, orders, rights or privilege that may seem conducive to the company's objects or any of them and to oppose any proceedings or applications which may be calculated directly or indirectly to prejudice the company's interests.

23. To carry on any business or branch of a business which this company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or ranch so carried on, including power or close any such business or branch either temporarily or permanently and to appoint directors of any such subsidiary company.
24. To adopt such means of making known the goods and products of the company and to give publicity to the business of the company as may seem expedient, and in particular by advertisement in the press, by issuing pamphlets, hand bills, posters, rewards etc. and to incur expenses for all such purposes or by sending out in Indian Union or abroad groups of artists.
25. To take shares or debentures in its own name or in the name of its agents or trustees in other companies, and to acquire in its own name or in the name of trustees, property and rights which the company may think convenient for the purpose of its business.
26. Subject to the instruction of the RBI issued in this behalf to receive fixed and other deposits or loans for financing the business of the company.
27. To open banking accounts and to draw, accept, make endorse, discount execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
28. To establish agencies or branches in India or elsewhere.
29. To sell or dispose of the undertaking of the company or any part thereof in such manner and for such consideration as the company may think fit, and in particular for shares (fully or partly paid up) debentures, debenture stocks or securities of any other company, carrying on similar business whether promoted

by the company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company.

30. To advance and lend money on assets of all kinds, upon such terms as may be arranged but not to carry on banking business.
31. To issue and deposit any security which the company has power to issue by way of mortgage or charge, to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the company.
32. To act as selling agents or commission agents for any person, firm or corporation as deemed necessary for fulfilment of any of the objects specified herein above.
33. To appoint trustees (whether a person firm or a Company) to hold securities on behalf of and to protect the interests of the Company and to establish Trusts.
34. To make donations to such persons or institutions either of cash or in other assets as may be directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or subscribe guarantee money for charitable or benevolent objects or for any public general or other objects, not amounting to any political donation for political purposes.
35. To create any reserve fund, insurance fund or any other special fund whether for depreciation or for repairing extending or maintaining any of the property of the company or for other purpose conducive to the interest of the company.
36. To acquire from any person, firm or body corporate or incorporate whether in India or elsewhere, technical information, knowhow, processes, engineering, manufacturing and operating data, plant lay out and blue prints useful for the design, erection and operation of plant required for any of the business of the company and to acquire any grant or licence and other rights benefits in the foregoing matters and things.
37. To acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend electric light and power plant, water works, tanks, bridges staff and workers lines and houses and bustees, villages roadways, tramways, railway, canals, reservoirs, aqueducts, water courses, dykes, drains, wharves, furnace, crushing works, hydraulic workshop, factories,

warehouse, sheds dwellings, offices, shops, stores, buildings and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the company and to constitute, to subsidise or otherwise aid by taking part in such operation.

38.To employ experts and consultants to investigate and examine the conditions prospects, value, character and circumstances of any business sources and undertaking, and generally of any assets, property or rights.

39.To seek for and secure openings for the employment capital, and with a view thereto to prospect, enquire, examine and test, to despatch and employ expeditions, commissions, consultants, experts and other agents.

40.To undertake and execute any trust the undertaking of which may seem to the company desirable, and either gratuitously or otherwise.

41.To carry on any other business whether manufacturing or otherwise that may seem to the company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights or which may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property, real or personal, belonging to the company or in which the company may be interested and to do all or any of the above things either alone or in conjunction with others and either by or through agents, subcontractors, trustees or otherwise.

(c) OTHER OBJECTS OF THE COMPANY :

1. To carry on the manufacture of spare parts of automobiles, locomotives, tractor and any other machinery.

2. To carry on business of structural engineers.

3. To carry on business of manufacturing railway rolling stock, rails and any other material or parts of machinery connected with the railway subject to the applicable laws of the country.

4. To carry on all or any of the trades or business of mechanical, electrical insulating ventilating, heating, regenerating, radio or telegraph engineers, electricians, insulations, manufacturers and manufacturing of and dealers in all apparatus and things required for or capable of being used in connection with

the generation of electricity or the distribution, supply, storage and employment of electricity, or water subject to the laws of the country.

5. To carry on business as manufacturers of chemicals and plastics, and as distillers, oil-refiners, dye-makers, gas makers, and products made thereof, ship-owners and charterers and carriers by land, sea and air, Wharfingers, warehousemen, planters, farmers, saw mill proprietors, timber merchants, sugar merchants and to buy, sell grow, prepare for the market, manipulate, import and export and deal in all products of the earth and to manufacture and deal in articles of all kinds in the manufacture of which timber, wood, or any such product is used.
6. To buy, sell, manufacture, repair, improve, exchange, let out on hire, sell on hire purchase, import and deal in all works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which the company is competent to carry on or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products or residual and by products incidental to or obtained in any of the business carried on by the company.
7. To purchase, take on lease or tenancy or in exchange hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, work cultivate, deal with and turn to account, concessions, grants, decrees licences, privileges, claims, options, lease, property real or personal rights or power of any kind which may appear to be necessary or convenient for any business of the company and to purchase, charter, hire, build, or otherwise acquire vehicles of any or every sort or description for use on or under land or water or in the air and to employ the same in carriage of merchandise of all kinds or passengers and to carry on the business of owners of trucks, trains, lorries, motor cars and ship owners and hiremen and owners of aircraft in all or any of their respective branches.
8. To lend money to and guarantee the performance of contracts and obligations of any person or company and to give any guarantee in relation to the payment

of any loan, debentures, stock, or bonds, obligation securities issued by any person or company and to the payment of the interest thereon, dividends on any stock or shares in any company.

9. To carry on the business of contractors to the State and other Government, authority or to any other body corporate, individual or otherwise necessary to attain the objects specified herein above and to manufacture or supply goods and articles of all description for the purpose.
10. To arrange collaboration between any foreign party or concern and the company or any other Indian parties or to act as trustees for foreign or Indian investors and collaborators and to carry out the terms of the arrangements, concessions or privileges or to obtain technical knowhow design and other assistance and to give the benefit of such technical knowhow, to others in collaboration with the company.
11. To acquire by concession, grant, purchase, barter, lease, licence or otherwise either absolutely or conditionally, either solely or jointly with others, any houses, lands firms, factories, water rights, way rights and other works, privileges hereditament and any machinery plant, utensils, trade marks, and other movable or immovable property of any description in India and elsewhere.
12. To underwrite, acquire or hold any shares, stocks, debentures bonds, obligations or securities by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to ownership thereof.
13. To take part in the formation, management, subsidising, supervision or control of the business or operation of any persons, association, company or undertaking and for the purpose to act as trustees, administrators, secretaries or in any other capacity and to appoint and remunerate any directors, administrators, managers or accountants or other experts or agents.
14. To produce, distribute or exhibit pictures and films and to act as agents, theatrical or otherwise, for theatrical or other groups and to show, direct or produce any public features and to undertake the manufacture of cinematograph films, camera etc. or allied products.



15. To set up, by sell or let on hire, industrial estate, lands and buildings, buy agricultural lands, and to carry on the business of farming, animal husbandry and poultry farming.
16. To act as carrying agents, travelling agents, Insurance agents and brokers.
17. Subject to any applicable law for the in force time being to undertake or take part in the supervision or control of the business or operations of any person, firm, body corporate, association or other undertaking and for such purpose or purposes, to appoint and remunerate any officer of the company accountants, or other experts.
18. To manufacture collapsible tubes, hard board, card board and papers, plywood doors, doors and sheets, hardwares and fittings.
19. To carry on business as ferrous and non-ferrous founders, metallurgists metal converters, smiths, structural engineers, mechanical engineers, electrical engineers, water works engineers, chemical engineers, manufacturers of machinery and implements of all kinds, tool makers, builders, welders, painters, metal fabricators and converters, manufacturers and suppliers of atomic power, gas generators, framers, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock and hardware of all kinds and to carry on any other business or the use of any other machinery for utilizing the products mentioned in the earlier clauses and that may be deemed advantageous for the purposes of the company.
20. To buy, sell, smelt, refine, manufacture and deal in iron ores and other minerals of all kinds.
21. To carry on any business, relating to the winning and working of minerals and production, manufacture and preparation of any other minerals which may be usefully and conveniently combined with the engineering business company of the and either for the purpose of any such contracts.
22. To undertake and execute any contracts for works involving the supply and use of any machinery, plant, tools and apparatus and to carry out any ancillary or other works comprised in such contracts.

23. To purchase, take on lease or any royalty or otherwise acquire basis mines, mining rights and lands or any interest therein.
24. To search for, get, work, raise, make, mercantile, sell and deal in iron, coal, stone, brick-earth bricks and any other minerals or substances.
25. To search for, inspect, prospect, examine and explore, take on licence, lease, purchase or otherwise acquire any territories lands and places in India or elsewhere for the purpose of extracting, drawing, purifying, refining smelting, manufacturing or otherwise producing and dealing in or quarrying any ores, metals or other minerals and substances or for the purpose of carrying on any of the business of the company, and to employ and equip expenditures, commission, experts or other gents for any purpose connected with such business.
26. To introduce, buy or sell in the Union of India or elsewhere in the world as importers, exporters, merchants, manufacturers, agents or otherwise, any metals, minerals, substances, chemical goods and materials, articles or appliances and generally to purchase, sell, deal in and supply as manufacturers, distributors, merchants, agents or otherwise any kind of metals, minerals, substances, chemicals, goods, products, appliances or things which can be advantageously dealt in by the company to attain the following objects.
27. To carry on the business as manufacturers, producers, processors, refiners, blenders, granulators, graders, packers, exporters, importers, agents, buyers and sellers and dealers in, with or without collaboration, oil products such as vegetable oils, their products and derivatives, extraction of oil by mechanical, electrical and or chemical means from all or any types of commodities such as rice bran all types of cakes, all -kinds of oil bearing seeds and nuts, manufacture of crude oil, refined oil, perfume and all types of other oil, soap, glycerine, extracting by-products thereof.
28. To carry on the business as manufacturers, producers, processors, buyers, sellers, suppliers, traders, merchants, importers, exporters, indentors, brokers, agents, representatives, assemblers, packers, stockists, distributors and dealers in all kinds of oils including Vanaspati, or hydrogenated groundnuts and/or cooking oil, vegetable oils and fats, De-cried cakes, vegetable and artificial ghee,

seeds, oil made or iron, seeds, coconuts, groundnuts, products or plantation, fatty acids, acid oil, soaps, glycerine and detergents and lubricants made in such oils.

29.To buy, sell, manufacture, refine, prepare, extract, crush and deal in all kinds oleaginous and soapnaceous substance and all kinds of by products or ingredients thereof and manufacture and deal in all types of packing containers and material thereof.

30.To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them and it is hereby declared that nothing herein contained shall be deemed to empower the company to carry on business of banking.

IV. The liability of the members is limited.

V. \*The share capital of the company is Rs.92,00,00,000/- (Rupees Ninety Two Crores) divided into 9,20,00,000 (Nine Crores Twenty Lacs) Equity shares of Rs.10/- each.

\* Inserted by an Ordinary Resolution passed at the Extraordinary General Meeting held on 4<sup>th</sup> February 2003.

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

Names, Addresses and Descriptions of shareholders	No. of shares taken by each subscriber	Signature	Name, address and description of Witness to Signatures
Attar Chand Gulati M-17 Kose Part II New Delhi	Eleven		M. K. Goel 1368, Kashmere Gate, Delhi
Bal Raj Dougall 3, Requit Court Road, New Delhi	Eleven		M. K. Goel 1368, Kashmere Gate, Delhi

Dated: This the 10<sup>th</sup> day of October 1973.

ARTICLES OF ASSOCIATION  
OF  
**SAINT-GOBAIN SEKURIT INDIA LIMITED**

1. Unless the context otherwise requires, words of expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof.

The marginal notes hereto shall not affect the construction thereof and in these presents unless there be something in the subject or context inconsistent therewith.

The Company means SAINT-GOBAIN SEKURIT INDIA LIMITED.

The Act means The Companies Act, 1956 and includes any reenactment or statutory modifications hereof for the time being in force.

The Board means the Board of Directors for the time being of the Company.

"Managing Director" means the Managing Director for the time being of the Company.

"Office" means the registered office of the Company for the time being.

"Register" means the Register of Members to be kept pursuant to Section 150 of the Act.

"Seal" means the Common Seal for the time being of the Company.

"Month" means the Calender month.

"Dividend" includes Bonus.

"Person" includes body corporate firm, association of firms and Society registered under Registration Act.

"In writing" and "Written" include printing, lithography and any other modes of representing or reproducing words in a visible form.

"Debentures" includes Debenture Stocks.

"Special Resolution" and "Ordinary Resolution" have the same meaning assigned thereto by Section 189 of the Act.

"These Presents" means the Memorandum and Articles of Association of the Company for the time being.

"Words" importing singular number shall include the plural number and vice-versa.

"Articles" means these Articles of Association or as altered or as modified from time to time according to law.

2. Table 'A' not to apply:

The Regulations contained in Table 'A' in the First schedule to the Companies Act, 1956, shall not apply to the Company, except in so far as they are embodied in the following Articles which shall be regulations for the management of the Company.

3. Company not to purchase its own shares:

Save as permitted by Section 77 of the Act, funds of the Company shall not be employed in the purchase of or lent on the security of shares of the Company and the Company shall not give, directly or indirectly any financial assistance whether by way of loan, guarantee, the provisions of security or otherwise any financial assistance for the purpose of or in connection with any purchase of or subscription for any or in its shares in the Company

4. Share capital

<sup>2</sup>The share capital of the company is Rs.92,00,00,000/- (Rupees Ninety Two Crores) divided into 9,20,00,000 (Nine Crores Twenty Lacs) Equity shares of Rs.10/- each with power to increase, reduce, consolidate, subdivide its capital in accordance with the provisions of the Act.

5. Preference Shares:

Subject to the provisions of Section 80 of the Act, the Company may issue preference shares which are or at option of the Company are liable to be redeemed on such terms and conditions and in such manner, as the Board may determine.

6. Allotment of Shares:

Subject to the provisions of these Articles, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons, on such terms and conditions at such times either at par or at premium and for such consideration the Board thinks fit. Provided that, where at any time it is proposed to increase the subscribed capital of the Company by the allotment of further shares, then, subject to the provisions of the Section 81 (IA) of the

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<sup>2</sup> Inserted by an Ordinary Resolution passed at the Extraordinary General Meeting held on 4<sup>th</sup> February 2003.

Act, the Board shall issue such shares in the manner set out in Section 81(1) of the Act.

And option right to calls on shares shall not be given to any person or persons without the sanction of the company in General Meeting.

7. Shares for consideration other than cash:

The Directors may allot and issue shares in the capital of the Company as partly or fully paid in consideration of any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted, may be issued as fully or partly paid up shares.

8. Return of Allotment:

As regards all allotments made from time to time the Company shall duly comply with the provisions of Section 75 of the Act.

9. Restriction on Allotment:

If the Company shall offer any of its shares to the Public for subscription -

- (1) no allotment thereof shall be made, unless the amount stated in the prospectus as minimum subscription has been subscribed and the sum payable on application thereof has been paid to and received by the Company.
- (2) the amount payable on application on each shares shall not be less than S per cent of the nominal value of the shares, and
- (3) the Company shall comply with the provisions of sub-section (4) of the section 69 of the Act.

10. Commission and Brokerage:

The Company may exercise the powers of paying commission conferred by Section 76 of the Act provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the commission shall not exceed 5 per cent of the price at which any shares in respect whereof the same is paid are issued or 2.5 per cent of the price at which any debentures are issued (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares or debentures pay such brokerage as may be lawful.

11. Shares at a discount:

With the previous authority of the Company in general meeting and the sanction of the Company Law Board and upon otherwise complying with Section 79 of the Act, the Board may issue at a discount, shares of a class already issued.

12. Instalments on shares duly paid:

If by the conditions of issue of any shares, or the whole or part of the amount or issue price thereof shall be payable by instalments, every instalment shall, when due be paid to the Company, by the person, who for the time being shall be registered holder of the shares or by his executor or administrator.

13. Liability of joint holders:

The joint holders of a share shall be severally as well as jointly liable for the payment of all installment and calls due in respect of such share.

14. Trusts not recognised:

Save as herein otherwise provided, and subject to section 187C of the Act, the Company shall be entitled to treat the registered holder of any shares as the absolute owner thereof and accordingly shall not except as ordered by a Court of competent jurisdiction or as by statute be bound to recognise any equitable or other claim to or interest in such share on the part of any other person.

#### INCREASE AND REDUCTION OF CAPITAL

15. Who may be registered:

Share may be registered in the name of any person/ Company or other body corporate. Not more than four persons shall be registered as joint holders of any shares.

16. Power to increase capital:

The Company in general meeting may, from time to time, by ordinary resolution increase the share capital by the creation of new shares by such sum, to be divided into shares of such amount as may be deemed expedient.

17. On what conditions new shares may be issued:

Subject to any special or privileges for the time being attached to any shares in the capital of the Company then issued, the new shares may be issued or upon such terms and conditions and with such preferential qualified such rights and privileges or conditions thereof as general meeting resolution upon the creation thereof, shall direct and if on direction be given, the Board shall determine and in particular such shares may be issued with a preferential or qualified to dividends and in the distribution of assets of the. Company.



18. Provisions relating to the issue:

Before the issue of any shares, the Company in general meeting may make provisions as to the allotment and issue of the new shares and in particular may determine to whom the shares be offered in the first instance and whether at par or premium or subject to the provisions of Section 79 of the Act at a discount. In default of any such provision or so far as the same shall not extend, the new shares may be dealt with according to the provisions of these Articles.

19. How far new shares to rank with existing shares:

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

20. Inequality in number of new shares:

It owing to any inequality in the number of new to be shares issued and the number of shares held by members entitled to have the offer of such new shares, any difficulty arising in the allotment of such new shares or any of these amongst the members shall in the absence of any direction in the resolution creating the shares or by the Company in general meeting be determined by the Board.

21. Reduction of Capital:

The Company, may, from time to time, by special resolution, reduce in any manner and with the subject to any consent required under Sections 100 to 104 of the Act:

- (a) its share capital;
- (b) any capital redemption reserve account; and
- (c) any share premium account.

ALTERATION OF SHARE CAPITAL

22. Power to sub-divide and consolidate shares:

The Company by ordinary resolution may from time to time:

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- (b) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum so, however, that in the sub-division the proportion between the amount paid and the amount if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and
- (c) cancel any shares, which; at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled.

Right of Directors to refuse sub-division 22.

"Notwithstanding anything contained in Article Directors of the 22 the Company may in their absolute direction refuse sub-division of share certificate of debenture certificate into denomination of less than the marketable lots except where such sub-division is required, to be made to comply with a statutory provision or an order of a competent Court of Law".

23. Rights in respect of shares on sub-division:

Where any share capital is sub-divided, the Company in general meeting, subject to the provisions of Sections 85, 67, 86 and 106 of the Act may determine that, as between the holders of the shares resulting from subdivision one or more of such shares shall have some preferential or special rights as regards dividend, payment of capital, voting or otherwise.

24. Surrender of shares:

Subject to the provisions of section 100 to 105 the Act, the Board may accept from any member the surrender on such terms and conditions as may be agreed, all or any of his shares.

28. Issue of certificate of joint holders:

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

29. Replacement of share certificate:

If any certificate be old, decrept, worn-out, torn or defaced or bear the pages on its reverse for recording the transfers have been fully utilized then upon surrender thereof to the Company, the Board shall order the same to be cancelled and issue a new certificate in lieu thereof without any payment. If any certificate be lost or destroyed then upon proof of such loss or destruction to the satisfaction of the Board and such indemnity the payment of out of pocket expense incurred by the Company in investigation, evidence, as the Board thinks fit, a new certificate in lieu thereof shall be given to the person entitled to such certificate or such smaller fee as the Board may determine.

CALLS

30. Calls:

The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the provisions of Section 91 of the Act, make such calls as the Board thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board, provided that option or right to make call on the shares shall not be given to any person except with the sanction of the Company in general meeting. A call be made payable by instalments and shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board.

31. Restriction on power to make calls:

No call shall exceed on behalf of the nominal amount of the shares and be made payable at less than one month from the date fixed for payment of the last preceding call, not less than one month's notice of any call shall be given specifying the time and place of payment and the person or persons to whom 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.

32. When amount payable:

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments 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 Board and of which due notice has been given and all the provisions herein contained in respect of call or otherwise shall relate to such amount of instalment accordingly.

33. When interest on call or instalment payable:

If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment, the holder for the time being of the shares 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 12 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 in their absolute discretion waive the payment of interest, wholly, or in part in the case of any person liable to pay such calls or instalment.

34. Evidence in action for call:

Subject to the provisions of the Law of Evidence and procedure, on the trial or hearing of any action or suit brought by the Company against any share holder or his representative to recover any debt or money claimed be due, to the

Company in respect of to his shares, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose on the Register as a holder or one of the holders of the number of shares in respect of which such claim is made and that the amount is not entered as paid in the book of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor a quorum of Directors was present at the Board at which any call was made nor that meeting at which any call made was duly convened or constituted, not any other whatsoever, but the proof of matter be conclusive the matters aforesaid shall evidence of the debt.

35. Payment of calls in advance:

The Board may, if it thinks fit, receive from any member willing to advance the same and either the money or moneys worth all or any part of the money due upon the held by him beyond .the sums actually called for and upon the money so paid or satisfied in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of has been made the Company may pay interest at such rate not exceeding 6% or as determined by the Board from time to time unless the Company in general meeting shall otherwise direct. The Directors, may at any time, repay the amount so advanced upon giving to such member one month's notice in writing. The member shall not, however, be entitled to any voting rights or dividend or to participate in the profits of the Company in respect of the moneys so paid by him until the same would, but for such payment become presently payable.

36. Voting rights when calls in arrears:

No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company 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.

37. Revocation of call:

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

38. Directors may extend time for payment of a call:

The Directors may from time to time, at their discretion extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of residence at a distance or some other cause, may .be deemed fairly entitled to such extension, but no member shall, as matter of right, be entitled to such extension (save as a matter of grace and favour).

39. Every member to pay the proportion of the capital represented by the share:

Every member, his executor or administrator shall pay to the Company the proportion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amount at such manner as the

Directors shall from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

#### FORFEITURE OF SHARES

40. Notice for payment of call or instalment:

If a member fails to pay any such sum payable in respect of any call or any instalment of a call on or before the day appointed for payment thereof, the Board may at any time thereafter during such time as any part of the said call or instalment remains unpaid serve a notice on such member, requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

41. Mode of Notice:

The notice aforesaid shall name a further day not being earlier than the expiry of fourteen days from the date of service of notice, on or before which such call or payment required by the notice is to be made and a place at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall state that in the event of non-payment on or before the date so named the shares in respect of which such call or instalment was payable shall be liable forfeited.

42. Forfeiture of shares:

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

43. Notice of forfeiture:

When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register but no forfeiture shall in any manner be invalidated by any omission or failure to give such notice or to make such entry as aforesaid.

44. Forfeited shares to become property of the Company:

Any share so forfeited shall be deemed to be the property of the Company, and may be sold, reallocated or otherwise disposed of on such terms and in such manner as the Board thinks fit.

45. Board may annul forfeiture:

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

46. Arrears to be paid notwithstanding forfeiture:

- (i) A person whose shares have been forfeited shall cease to be member in respect of forfeited shares, but shall notwithstanding forfeiture remain 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 forfeiture together with the interest thereon from the time of forfeiture until payment thereof without any deduction or allowance for the value of the shares at the time of forfeiture.
- (ii) The forfeiture of a share shall involve the extinction of all interest in and also for all claims and demands against the Company in respect of the shares and all other rights, incidental to the share except any such of those rights as by these Articles are expressly saved.

47. Evidence of forfeiture:

Subject to the evidence of Law of Evidence and Procedure, a duly verified declaration in writing that the declarant is a Director of the Company and that contain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the fact therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration, if any given for the shares on the sale or disposition thereof shall constitute a good title to such shares and the person to whom the shares are sold shall be registered as the holder of such shares and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to such shares be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.

48. Forfeiture provisions to apply to non-payment in terms of issue:

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

49. Power to issue new certificate:

When any shares under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered.

50. Partial payment or any indulgence shown not to preclude forfeiture:

Neither the receipt by the Company or a portion of any money which shall from time to time, be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Directors from thereafter - proceedings to enforce a forfeiture of such share as

provided in these regulations for non-payment of the whole or any balance due in respect of the shares.

## LIEN

### 51.Lien:

The Company shall have a first and paramount lien upon all shares (other than fully paid up shares) registered in the name of the each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that Article hereof 14 will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer shares shall operate as a waiver of the Company's lien if any on such shares. The Directors may at any time declare any shares wholly i or in part to be exempt from the provisions of this clause.

### 52.Enforcement of lien by sales:

For the purpose of enforcing such lien the Board may sell the shares subject there to in such manner as it thinks fit, but no sale shall be made unless a sum in respect of which .the lien exists presently payable and notice in writing until or the intention to sell shall have been served on such member, his executor or administrator, committees, curator bonis or other legal representative, as the case may be and default shall have been. made by him or them in payment of the sum payable as aforesaid in respect of such share for one month after that date of such notice.

### 53.Application of proceeds of sale:

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

### 54.Validity of sale on exercise of lien and after forfeiture:

Upon any sale after forfeiture or surrender or for enforcing a lien in purported exercise of the powers herein before conferred the Board may appoint some person to execute an instrument of transfer of the share sold and cause the purchaser's name to be entered in the Register in respect of the share 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 shall not be impeached by any ground whatsoever and the remedy of any person

aggrieved by such sale shall be in damages only and against the Company exclusively.

55. Board may issue new certificates:

Where any share has been sold by the Board pursuant to these Articles and the certificates in respect thereof have not been delivered to the Company by the former holder of such shares, the Board may issue a new certificate for such share, distinguishing it in such a manner as it may think fit from the certificate not so delivered. Wherein any such case the certificate in respect of the share forfeited and or sold is not delivered and new certificate shall be treated as cancelled and any claim or title based on such certificate shall be binding on the company.

### TRANSFER AND TRANSMISSION

56. Execution of transfer:

Save as provided in Section 108 of the Act, no transfer of a share shall be registered unless a proper instrument duly stamped and executed by or on behalf of the transferor and by and on behalf of the transferee and specifying the name, address and occupation of the transferee has been delivered to the Company alongwith the certificate relating to the shares or if no such certificate is in existence alongwith the letter of allotment of the share, in accordance with the provisions of Section 108 of the Act. The transferor shall be deemed to remain a member in respect of such share until the name of the transferee is entered in the Register in respect thereof. Each signature to such transfer shall be duly attested by the signature of one credible witness who shall add the address and occupation. Provided that, where on an application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnify as the Board may think fit.

57. Application for registration of transfer:

Application for the registration of the transfer of a share may be made either by the transferor or the transferee, provided that where such application is made the transferor, no registration shall, in the case of partly paid share, be effected unless the Company gives notice of the application to the transferee in the manner prescribed by Section 110 of the Act and"- subject to the provisions. of these Articles, the Company shall, unless objection is made transferee by the within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.

58. Restriction on transfer:



Notwithstanding anything contained in these Articles or in Section 82 and Section 111 of the Act, but subject to the other provisions of the Act, the Board may refuse to register the transfer of any of its securities in the name of the transferee on any one or more of the following grounds and on no other ground, namely –

- (a) that the instrument of transfer is not proper or has not been duly stamped and executed or that the certificate relating to the security has not been delivered to the Company or that any other requirement under the law relating to registration of such transfer has not been complied with;
  - (b) that the transfer of the security is in contravention of any law ;
  - (c) that the in such transfer of the security is likely to result in Directors as the composition of the Board of would be prejudicial to the interests of the Company or to the public interest
  - (d) that the transfer of the security is prohibited by any order of any courts tribunal or other authority under any law for the time being in force.
- (2) The Board shall, before the expiry of one month from the date on which the instrument of transfer of any of its securities is lodged with it for the purpose of registration of such transfer, not only form, in good faith, its opinion as to whether such registration ought not or not to be refused on any ground mentioned in sub-section (3) but also –
- (a) if it has formed. the opinion that such registration ought not to be so refused, effect such registration;
  - (b) If it has formed an opinion that such registration ought to be refused on the ground mentioned in clause (a) of (1) above, intimate the transferor and the transferee by notice in the prescribed form about the requirements under the law which has or which have to be complied with for scrutinising such registration; and
  - (c) in any other case make a reference to the Company Law Board and forward copies of such reference to the transferor and the transferee. Provided that the registration of a transfer of shares shall not be refused on the ground that 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.

59. Restriction on transfer of less than:

Without prejudice to the provision of Article 58 hereof, the Board may not accept any application or any instrument for registration of transfer of less Equity than 25 Shares in the share capital of the Company except in the following circumstances:

- (a) The Company shall not refuse to register transfer of shares in whatever lots and split a share certificate into several scrips or small denominations or to consider a proposal for transfer of shares comprised in a share certificate to several parties, involving splitting, unless such

splitting/transfer appears to be unreasonable or to comply with a statutory provision or an order of a competent Court of Law, is produced or it is violating stock exchange listing agreement.

where the transfer is necessary in pursuance of any statutory provision of an order of any Court of competent jurisdiction.

(b) where the transfer relates to the transfer of the entire holding of a member consisting of less than 25 Equity Shares:

(1) by a single instrument of transfer; or

(ii) by more than one instrument of transfer without requiring sub-division of any of the existing certificates for the Equity Shares held by the member so however that after the registration of the said transfers the holding of each transferee thereof will be less than 25 Equity Shares; or

(c) where the transfer is for the transfer of less than 25 Equity Shares in aggregate in favour of the same transferee under more than one instrument of transfer but submitted to the Company simultaneously on the same day, notwithstanding that any such instrument may relate to the transfer of less than 25 Equity Shares.

Provided that where a person holds Equity Shares in a lot higher than the market units of trading the resulting Equity Shares even though less than 25 Equity Shares in number, be permissible to stand in his own name and further that the Board shall have power to settle or resolve any practical difficulty which may arise under this Article in such manner as it may deem necessary.

60. Instrument of transfer:

Every instrument of transfer of shares shall be in the form prescribed under the Act or as near thereto as the circumstances may admit and shall be in accordance with the provisions of Section 108 of the Act from time to time.

61. Transfer fee:

No fee may be charged for registration of transfer and transmission.

62. No fee may be charged:

(a) For splitting up, sub-division and consolidation of shares and debenture certificates and for splitting up and sub-division of Letters of Allotment and splitting consolidation, renewal into denomination corresponding to the market units of trading as per rules of the Stock Exchange concerned.

(b) For sub-division of renunciation of letter of rights.

(c) For issue of new certificate in replacement of those which are old decrepit or worn out or where the cages on the reverse for recording transfer have been fully utilised.

(d) For registration of any power of attorney, Probate or Will, Letters of Administration or similar other documents. Provided that in case of splitting up/or sub-division of shares other than the market units of trading as

determined or as per the prevailing rules of the Stock Exchange concerned a fee of Rs.2/- (Rupees Two ) per share certificate may be charged.

63. Instrument of transfer to be left at the office:

Every instrument of transfer shall be left at the office of the Company for registration accompanied by the certificate of the shares to be transferred or if there is no certificate the Letter of Allotment thereto and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the share. Board may waive the production of any certificate upon the evidence to them of its having lost or destruction. Every instrument of transfer which shall be registered, shall be retained by the Company, by any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same.

64. Suspension of transfer:

Subject to the provisions of the Section 154 of the registration of the Act, transfers may be suspended at such times and for such periods as the Board may from time to time determine. Provided that, such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year.

65. Notice of refusal to registration of transfer

If Board refuses whether in pursuance of Article 59 or otherwise to register the transfer of or the transmission by operation of law of the right to any share, the Company shall within one month from the date which the instrument of transfer or the intimation of such transmission as the case may be was lodged with the Company, send to the transferee and the transferor or to the person giving intimation of such transmissions, as the case may be by notice of such refusal.

66. Persons entitled to share by transmission:

The executors or administrators of a deceased member (not being one of the several joint holders), shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member and in case of the death of any one or more of the joint holders of any registered shares, the survivors shall be the only persons recognised by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased jointholders from the executor or administrator, Board may require him to obtain a grant of Probate or Letters of Administration or other legal representation as the case may be from some competent Court. Provided nevertheless that in case where the Board in its absolute discretion think fit, it shall be lawful for the Board to dispense with the Production of Probate or Letter of Administration or such other legal representation upon such terms as to indemnity as the Board in the absolute discretion may consider necessary.

67. Transfer of shares of insane minor, deceased or bankrupt members:

Any committee or guardian of a lunatic or infant member of any person becoming entitled to transfer shares in consequence of the death or bankruptcy, insolvency of any member, upon providing such evidence that he sustains the character in respect of which he propose to act under this Article or of the title as the Board thinks sufficient may with consent of the Board (which it shall not be under any obligation to give) be registered as a member in respect of such shares or any subject to the regulations as to transfer herein before contained transfer, such shares. This Article is hereinafter referred to as "The Transmission Article".

68. Rights of persons entitled to person by reason of death:

The Directors may retain the dividend payable upon shares to which any person becomes entitled under Article 67 until such person or his transferee shall become a member in respect of shares subject to Section 205A of the Act.

69. Election by persons becoming entitled to shares:

(a) If the person becoming entitled to a share under Article 67 shall elect to be registered as a member in respect of the share himself, he shall deliver to or send to the Company a notice in writing signed by him stating that he so elects.

(b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of shares.

(c) If the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of shares shall be applicable to any such notice of transfer of as aforesaid as if the death, insanity, bankruptcy or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.

70. A person becoming entitled under the Transmission Articles to a share by reason of the death, lunacy, bankruptcy or Articles or Section 206 of the Act be entitled to the same dividends and other advantages to which he would be entitled if he was the member registered in respect of the share.

Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

71. Company not liable for disregard of a notice purporting to prohibit registration of transfer:

The Company incur no liability or responsibility whatever in consequence of its registering or to give effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares notwithstanding that the Company may

have had notice of such equitable transfer, right, title or interest or notice purporting to prohibit registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to a notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do, though it may have been entered to referred to in some book of the Company but the Company shall nevertheless be at liberty to regard or attend to any such notice and give effect thereto if the Directors shall think fit.

72.No transfer to an infant or to unsound mind:

No transfer shall be made to an infant or person of unsound mind.

#### SHARK WARRANTS TO BEARER

73.Issue of share warrants:

The Company may issue share warrants subject to and in accordance with the provisions of Sections 114 and 115 of the Act and accordingly the Board may, from time to time, require as to the identification of the person signing the application and on receiving the certificates (if any) of the share and the amount of stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

74.(a) The bearer of the share warrant may at any time deposit the warrant at - the office of the Company and so long as the warrant remains so deposited, the depositor shall have some right of signing a requisition or calling a meeting of the Company and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit as if his name were inserted in the Register as the holder of the shares included in the deposited warrant.

(b) Not more than one person shall be recognised as depositor of the share warrant.

(c) The Company shall, on seven days written notice, return the deposited share warrant to the depositor.

75.(i) Subject as otherwise herein provided, no person shall, as bearer of a share warrant, sign a requisition for calling of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company or be entitled to receive any notice from the Company.

(ii) The bearer of a share warrant shall be entitled in all other respects to the same privileges as if he was named in the Register as the holder of the shares included in the warrant and he shall be a member of the Company.

76.The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant coupon may be issued by way of renewal, in case of defacement, loss or destruction.

## CONVERSION OF SHARES INTO STOCK

### 77. Conversion of paid up share into stock:

The Company may by ordinary resolution:

- (a) convert any paid up shares into stock; and
- (b) reconvert any stock into paid shares of any denominations.

### 78. Transfer of stocks:

The holder of the stock may transfer the same or any part thereof in the same manner as and subject to the same regulations, under which the shares from which the stock arose might before the conversion, have been transferred or as near thereto as circumstances admit.

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

### 79. Power and rights of stock holders:

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

### 80. Regulations to apply to stock:

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

### 80A. Dematerialisation of Securities

#### i. For the purpose of this Article:

"Beneficial Owner means a person whose name is recorded as such with a depository;

"SEBI' means the Securities and Exchange Board of India;

'Depository means a Company formed and registered under the. Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992;

"Registered Owner means a depository whose name is entered as such in the register of the Company;

Regulations' means the regulations made by The SEBI;

'Record' includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by regulations;

"Security' means such security as may be specified by SEBI from time to time.

- ii. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing security by entering into an agreement with the depository, rematerialise its security held in the depositories and/or to offer its fresh security in a dematerialised form pursuant to the Depositories Act, 1996.
- iii. Every person subscribing/who subscribed to security offered the Company shall have the option to receive security certificate and/or to hold with a depository. Such a person who is the beneficial owner of the security can at any time opt out of a depository, in the manner provided by the Depositories Act, 1996 and the Company shall, in manner and within the time prescribed, issue to the beneficial owner the required certificate(s) of security.
- iv. Notwithstanding anything contained in sub section (i) of Section 113 to the Act or any modifications or re-enactments thereof, if a shareholder/investor opts to hold its security with a depository, the Company shall immediately intimate such depository the details of allotment of security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security
- v. The security held by a depository shall be dematerialised and be in fungible form. Nothing contained in Section 153, 153B, 153C, 187B and 187C of the Act shall apply to a depository in respect of the security held by it on behalf of the beneficial owners.
- vi. Notwithstanding anything to the contrary contained in the or these Articles –
  - (a) a depository, shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner;
  - (b) save as otherwise provided in (a) above, the depository as the registered owner of the security shall not have any voting rights or any other rights in respect of the security held;
  - (c) every person holding security of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the security shall be entitled to all the rights and benefits and be subject to all liabilities in respect of the security which is held by a depository.
- vii. Notwithstanding anything to the contrary contained in the Act or these Articles, where security is held in the depository, the records of the beneficial owner may be served by such depository on the Company by means of an electronic mode or by delivery of floppies or discs.

- viii. Nothing contained in Section 108 of the Act, or these Articles shall apply to transfer of security effected by transferor and transferee both of whom are entered as beneficial owner in the records of a depository. In the case of transmission of security, where the Company has not issued any certificates, or where such security is being held in electronic and fungible form in a depository, the provisions of the Depositories Act, 1996 shall apply.
- ix. Notwithstanding anything to the contrary contained in the Act or these Articles, recording of Distinctive Numbers of security held by each member respectively in the Register of Members or Register of Security of the Company shall not apply to the security which is held with a depository.
- x. The Company can hold the investment in the name of a depository when such investment is in the form of security held by the Company as a beneficial owner.
- xi. With regard to the rectification of register on transfer, the provisions of Section 11A of the Act, as may be in force from time to time shall apply.
- xii. The Register and Index of Beneficial Owner maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.

#### BORROWING POWERS

**81. Power to borrow:**

The Board may, from time to time, at its discretion, subject to the provisions of sections 58A, 292 and 293 of the Act, raise or borrow, either from the Directors or from elsewhere and secure the payment of sum or sums of the money for the purpose of the Company.

**82. Conditions on which moneys may be borrowed:**

The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular, by issue of bonds, perpetual or redeemable, debentures or debenture stock, in any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

**83. Issue of discount or with special privileges:**

Any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges, as to redemption surrenders, drawings, allotment of shares, appointment of Directors and otherwise, debenture, debenture-stock, bond and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in general meeting.



84. Instrument of transfer:

Save as provided in Section 108 of the Act, on transfer of debenture shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company together with the certificate of the debentures.

85. Notice of refusal to register transfer:

If the Board refuses to register the transfer of any debentures the Company shall, within two months from the date on which the instrument of transfer was lodged the Company with send to the transferee and to notice of the refusal.

86. Delegation of Powers:

If any uncalled capital of the Company be included in or charged by any mortgage or other security, the Board may, make calls on such shares and keep the money in trust for the person in whose favour such mortgage or security is executed or any other person in trust for him.

87. Execution charges or mortgage by Board:

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

88. Powers to receive deposits:

The Directors may receive deposits on such terms and conditions and bearing interest at such rates, as they may decide and fix and which may be made payable, monthly, quarterly, half-yearly, subject to Section 58A of the Act and regulations made thereunder and the notifications issued from time to time by the Department of Non-Banking Companies, Reserve Bank of India, if any and also subject to the Acceptance of Deposits Rules 1975.

#### PROCEEDINGS AT GENERAL MEETINGS

89. Payment of interest on capital:

The Company may subject to the provisions of Section 208 of the Act pay interest on so much of the share capital as is for the time being paid up as was issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provision of any plant, which cannot be made profitable for a lengthy period.

90. When Annual General Meeting to be held:

In addition to any other meeting, a general meeting of the Company shall be held within such interval as in one specified Section 166(1) of the Act, and subject to the provisions of Sections 166(2) and 210 of the Act at such times and place as may be determined by the Board. Each such general meeting

shall be called as an "Annual General Meeting" and shall be specified as such in the notice convening the meeting. Any other meeting of the Company shall be called an "Extra Ordinary General Meeting".

91. Calling of Extraordinary General Meeting:

The Board may, whenever it thinks fit, call an Extraordinary General Meeting, if at any time, there are not within India Directors capable of acting who are sufficient in number to form quorum, the Directors present in India may call an Extra Ordinary General Meeting in the same manner and nearly as possible as that in which such a meeting may be called by the Board.

92. As to omissions to give notice:

The accidental omission to, give notice of any meeting to or the non-receipt of any such notice by any of the members or other persons entitled to receive such notice shall not invalidate any resolution passed at any meeting.

93. Circulation of members resolution:

The Company shall comply with the provisions of Section 188 of the Act, as to give notice of resolution and circulating statements on the requisition of members.

94. Quorum:

No business shall be transacted at any General Meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business save as herein otherwise provided, five members present in person shall be the quorum for the meeting of the Company.

95. Passing of resolutions:

Any act or resolution which under these Articles or the Act is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently so done or passed by the Company in general meeting. If effected by an ordinary resolution as defined in Section 189(1) of the Act unless either the Act or the Articles specifically require such act to be done or resolution to be passed by a specific majority or by special resolution as defined in Section 189(2) of the Act.

96. Chairman of the General Meeting:

The Chairman of the Board shall be entitled to take the chair at every General Meeting. If there is no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointment for holding such meeting or is unwilling to act, the members present or if all the directors present decline to take the chair, then the members present shall choose one of their number being a member entitled to vote to be the chairman of the meeting.

97. Dissolution and adjournment of General Meeting:

If within half an hour from the time appointed for the meeting a quorum be not present, the meeting if convened upon requisition of members, 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 and if at such adjournment meeting a quorum is not present, not being less than that shall be a quorum and may transact the business for such meeting was called.

98. Votes by a show of hands:

- (a) Every question submitted a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote in addition to the vote to which he may be entitled as a member.
- (b) A declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority is lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without further proof.

99. Adjournment of the General Meeting:

The Chairman of a General Meeting may 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. When a meeting is adjourned, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

100. What is to be evidence of the passing of resolution where poll not demanded: Before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the Meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and fulfilling the requirements as laid down in section 179 being in force of the Companies, Act, 1956 for the time

101. Poll:

- (a) If a poll is demanded as aforesaid it shall be taken forthwith on a question of adjournment or election of a Chairman of the meeting.
- (b) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
- (c) Where a poll is to be taken the Chairman of the meeting shall appoint two scrutineers at least one of whom shall 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 to scrutinise the votes given on and to report thereon to him the poll
- (d) The result of the poll shall be deemed to be decisions of the meeting of the resolution on which the poll was taken. On poll, a member entitled to more his proxy or other persons entitled to vote for him as the case may be need votes, use not, if he the votes all his votes or cast in the same way all he uses.

- (e) The demand for a poll shall not prevent the meeting from transacting any business other than the business in respect of which a poll has been demanded.

## VOTES OF MEMBERS

### 102. Vote of member:

Subject to any right or restrictions for the time being attached to any classes of shares:

- (a) On a show of hands, every member present in person, have one vote; and
- (b) On a poll, voting right of members shall be as laid down in Section 87 of the Act.

### 103. Voting rights of preferential shareholders:

Except as conferred by Section 87 of the Act, the holders of Preference Shares, shall have no right. Where the holder of any preference shares, has a right to vote on any resolution in accordance with the provisions of Subsection (2) of Section 87 of the Act his voting right on a poll as the holder of such share subject to the provisions of Section 89 and sub-section (2) of Section 92 of the Act, be in the same proportion as the Capital paid up in respect of the preference share bears to the total paid-up equity capital of the Company.

### 104. Procedure where a company is a member of the Company:

Where a Company or body corporate (hereinafter called "member Company") is a member of the Company a person duly appointed by resolution in accordance with Section 187 of the Act, to represent such member, Company at a meeting of the Company shall not by reason of such appointment be deemed to be a proxy and the production at the meeting of a copy of such resolution duly signed by one Director of such member Company and certified by him as a true copy of the resolution shall, on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the rights and powers, including the right to vote by proxy on behalf of the member Company or body corporate which he represents, as that member Company or body corporate could exercise if it were an individual member.

### 105. Votes by joint holders:

Where there are joint registered holders of any shares any one of such persons may vote at any meeting either personally or by proxy in respect of such share as if he were solely entitled thereto and if more than one as such joint holders be present at any meeting either personally or by proxy then one of the said persons to present whose name stands first in the Register in respect of such shares shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purpose of this Article be deemed joint holders thereof.

### 106. Votes in respect of deceased insolvent and minor members:

Any person entitled under the Transmission Article 67 to transfer shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder or such shares, provided that forty eight hours atleast before the time of holding the meeting or adjourned meeting as the case may be at which he proposed to vote, he shall satisfy the Directors of the right to transfer such shares or the Director shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiotic or non-composment,, curator bonis or other legal curator such last mentioned persons, may give their votes by proxy on a poll. If any member is a minor, the vote in respect of his shares may be given by his guardian. If more than one of the meeting may select in his absolute discretion any one person and will accept his vote.

107. Voting rights on show of hands:

No member not present in person shall be entitled to vote on a show of hands, unless such member is a Company or Corporation present by proxy or a representative duly authorised under Section 187 of the Act in which case such proxy or representative may vote on the resolution as he were a member of the Company.

108. Proxies permitted:

On a poll, votes may be given either personally or by proxy or in the case of a Company, by a representative duly authorised as aforesaid.

109. Appointment:

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

110. Instrument appointing proxy:

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if such appointer corporate under his common is a body seal or under the hand of its attorney duly authorised. A proxy who is appointed for a specified meeting only shall be called a special. Any other proxy shall be called a general proxy.

111. Proxies to be deposited at the Office:

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

112. Authority revoked when vote by proxy valid through:

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or transfer of the shares in respect of which the vote is given, provided no intimation in writing of the death, insanity revocation or transfer shall have been received by the Chairman of the meeting shall be entitled to require such evidence as he may in his discretion thinks fit of the due execution of an instrument proxy and that same has not been revoked.

113. Form of Proxy:

Form of proxy every instrument appointing a proxy shall be in the form and shall be worded as such to afford a shareholder or debenture holder an opportunity to vote either for or against each resolution.

114. Restriction on Voting:

No member shall be entitled to execute any voting rights, either personally or by proxy, at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by a have not been paid or in him regard to which the Company has and has exercised any right of lien.

115. Admission on rejection of vote:

(i) Any objection as to the admission or rejection of a vote, on a show of hands or on a poll made in due time shall be referred to the Chairman of the meeting who shall forthwith determine the same and such decision shall be final and conclusive.

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

## DIRECTORS

116. Number of Directors:

(a) The number of Directors of the Company shall not be less than three nor more than twelve.

(b) The Directors of the Company at the date of adoption of these Articles are:

(a) Shri Attar Chand Gulati

(b) Shri Balraj Dougall

(c) Shri Om Prakash Gulati

117. Subject to the approval of the Government under the provisions of Section 268 of the Act,

(a) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to the Industrial Development Bank of India (IDBI), Industrial Finance Corporation of India (IFCI), the Industrial Credit and Investment Corporation of India Limited (ICICI), The Industrial Reconstruction Corporation of India

Limited (IRCI), Life Insurance Corporation of India (LIC), Unit Trust of India (UTI), General Insurance Corporation of India(GIC), National Insurance Company Limited(NIC), The Oriental Fire and General Insurance Company Limited(NA), or a State Financial Corporation or any Financial institution owned or controlled by the Central Government or a State Government or the Reserve Bank of India or by two or more of them or by Central Government or State Government by themselves (each of the above is hereinafter in this Article referred to as "the Corporation") out of any loans/debenture assistance granted by them to the Company or so long as the Corporation holds or to hold Debentures/Shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any Guarantee furnished by the Corporation shall have a right to appoint from time to time, any person or persons as a Directors, wholetime, which Director/Directors is/are hereinafter referred to as "Nominee Director/s" on the Board of the Company and to remove from such office any person -r persons so appointed and to appoint any person or persons in his or their place/s.

The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation such Nominee-Director/s shall not be required to hold share any qualification in the Company. Also at the option of the Corporation such nominee Director/ shall not be liable to retirement by rotation of Directors. The Company agrees that if the Board of Directors of the Company has constituted or proposes to constitute any management committee or other committee(s). Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owned by the Company to the Corporation or so long as the Corporation holds or continues to hold Debentures, shares in the Company as a result of underwriting or by direct subscription or private placement liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings

and of the Meetings of the Committee of which the Nominee Director/s is/are also be entitled to receive all such notices and minutes.

The Nominee Director's shall be entitled to the same sitting fees, commission, remuneration and expenses as- are application to other Directors of the Company. The Company shall pay the sitting fees and other expenses to the Nominee Director/s directly, but the Nominee Director/s is/are entitled shall accrue due to the Corporation and shall accordingly be paid by the Company directly to the Corporation. Provided that if any such Nominee Director is an office- of the Corporation the sitting fees, in relation to such Nominee Director shall also accrue to the Corporation and the same shall accordingly paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation on such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be to such Nominee Directors.

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

- (b) Any trust deed for securing debentures or debenture stocks may it so arranged, provide for the appointment from time to time by the Trustees thereof of by the holders of the debentures or debenture stock or some persons to be, the Directors of the Company and may empower such trustees or holder of debentures or debenture-stocks from time to time to remove any Director so appointed. The Director appointed under this Article is herein referred to as "The Debenture Director" and the term "Debenture Director" means the Directors for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.
- (c) Any agreement relating to the collaboration and/or technical know-how supply is entered into between the Company with any person, firm or body corporate whether Indian or foreign, such person shall be entitled to nominate one of their body to be a director of the Company during the continuance of such arrangement. The Director appointed under this



Article shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company.

118. Retirement of Directors:

Not less than two-third of the total number of Directors of the Company shall

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(a) the persons whose period of office is liable to be determined by retirement of Directors and by rotation; and

(b) save as otherwise expressly provided in the Act, be appointed by the Company in general meeting.

119. Change in number of Directors:

The Company in general meeting may subject to the provisions of the Article 116 and Section 259 of the Act by special resolution increase or reduce number of its Directors.

120. Additional Directors:

The Directors shall have powers at any time and from time to time to appoint any other person as 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 by the Articles. Any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting of the Company but shall be eligible for re-election at such meeting.

121. Alternate Director:

Subject to the provisions of Section 313 of the Act or any statutory modification thereof, the Board shall have power to appoint any person to act as an alternate Director for a Director during the latter's absence for a period not less than three months from the State in which meetings of the Directors are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an alternate director, shall be entitled to notice of meetings of the Board and to attend and vote thereat accordingly, but he shall not require any qualification and shall vacate office if and when the absent Director returns to the State in which meetings of the Board are ordinarily held or if the absent Director vacates office as a Director.

122. Qualification:

A Director need not hold any share in the capital of the Company as his qualification.

123. Remuneration:

The fees payable to a Director for attending a meeting of the Board or committee thereof shall be decided by the Board of Directors from time to time within the maximum limits of such fees that may be prescribed under the proviso Section 310 of the Companies Act, 1956.

124. Expenses:

In addition to the remuneration payable to the Directors under Article 123 hereof, the Directors may be paid all reasonable travelling, hotel and other

expenses incurred by them in attending and returning from the meeting of the Board or a committee thereof or in connection with the business of the Company.

125. Extra remuneration of Directors:

Subject to the provisions of Sections 198, 309, 310 and 314 of the Act if any Director or Directors being willing shall be called upon to perform extra services or to make any special exertion in going or residing outside the office for any of the purposes of the Company or in giving special attention to the business of the Company, the Board may remunerate such Director either by fixed sum or by a percentage of profits or such other 'remuneration to which he may be ordinarily entitled.

126. Directors may act notwithstanding any vacancy:

The continuing Directors may act notwithstanding any vacancy in the Board but, if and so long as their number is reduced below the quorum fixed by these presents for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or of summoning of general meeting of the-Company, but for no other purpose.

127. When of office of Director becomes vacant:

(1) The Office of a Director shall ipso facto become vacant, if ;

- (a) he is found to be of unsound mind by a Court of competent jurisdiction; or
- (b) he applies to be adjudicated as an insolvent; or
- (c) he is adjudged an insolvent; or
- (d) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; or
- (e) he fails to pay any call 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 in the has by notification official Gazette, removed the disqualification incurred by such failure; or
- (f) he absents himself from all meetings of the Board for a continuous period of three months, whichever is the longer without obtaining leave of absence from the Board; or
- (g) he (whether by himself or by any person for benefits or on his account) his he is or any firm of which a partner or a 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
- (h) he acts in contravention of Section 299 of the (i) he becomes disqualified by an order of the Court under Section 203 of the Act; or

- (j) he is removed in or pursuance of Section 284 of Act;
  - (k) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; or
  - (l) any office or place of profit under the Company or under any subsidiary of the Company is held in contravention of the provisions of sub-section (1) of Section 314 of the Act and by operation of that Section he is deemed to vacate office.
- (2) Notwithstanding anything in clause (c) (d) and (i) the disqualification referred in those clauses shall not take effect:
- (a) for thirty days from the date the adjudication or sentence;
  - (b) where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence, until the expiry of seven days from the date on which such appeal or petition is disposed of; or
  - (c) where within seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence or conviction and the appeal or petition, if allowed, would result in the removal of the disqualification, until such; further appeal or petition is disposed of.
128. Directors may be Directors of Companies promoted by the Company:  
A Director of the Company may be or become a Director of any Company promoted by this Company in which it may be interested as vendor, shareholder or otherwise and no such director/s shall be accountable for any benefits received as a Director or member of such Company.
129. Conditions under which Directors may contract with the Company:  
Subject to the provisions of section 287 and 301 of the Act, a Director shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any shares in or debentures of the Company nor shall any such contract or arrangement entered into by or on behalf of the Company with a relative of such Director or a firm in which such Director or relative is a partner or with any other partner in such firm or with private company of which such Director is a member so interested be liable to account to the Company for any profit realised by such contract or arrangement by reasons of such Director hold his office or of the fiduciary relation thereby established.

#### APPOINTMENT, REMOVAL AND ROTATION OF DIRECTORS

130. Vacancies to be filled in Annual General Meeting:
- (a) At an annual general meeting at which a Director retires by rotation, the Company may fill up the vacancy by appointing the retiring Director or some other persons thereto. If the place of the retiring Director is not so filled and the meeting has not expressly resolved not to fill up the vacancy

the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a 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 reappointed at the adjourned meeting unless:

(i) at the meeting or at the previous meeting resolution for the reappointment of such Director has been put to the meeting and lost; or

(ii) the retiring Director has by a notice in writing addressed to the Company or the Board, expressed his unwillingness to be so reappointed; or

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

(iv) a resolution whether special or ordinary is required to his appointment or reappointment by virtue of any provisions of the Act; or

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

#### 131. Power to remove Directors:

The Company may, subject to the provisions of the Section 284 of the Act by ordinary resolution of which special notice according to Section 190 of the Act has been given, remove any Director before the expiry of his -period of office and may by ordinary resolution of which special notice has been given point another person in his Director so appointed instead shall hold office until the date upto which his predecessor would have held office if he had not been so removed' if the vacancy created by the removal of a 'Director under the provision of this Article is not filled by the meeting at which he is removed the Board may at any time thereafter fill such vacancy under the provisions of Article 132.

#### 132. Board may fill casual vacancies:

If office of any Directors appointed by the Company in General Meeting is vacated before his term of office will expire, in the normal course, the resulting vacancy may be filled by the Board at a meeting of the Board, but any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if it had not been so vacated, provided that the Board shall not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Article 131.

#### 133. Rotation and Retirement of Directors:

a) At every Annual General Meeting, one-third of such of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, then the Directors nearest to one-third shall his office until dissolution of the meting at which his successor is elected. An ex-

officio Director shall not be liable to retire by rotation within the meaning of this Article.

- (b) The Directors to retire in every shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall unless they otherwise agree amongst themselves, be determined by lot.

134. A retired Director shall be eligible for re-election.

135. When Candidate for office or director must give notice to file consent in writing: No person not being a retiring. Director, shall be eligible for election to the Office of Director at any General Meeting unless he or some other member intending to propose him has not less than fourteen days and not more than two months before the meeting left at the office notice in writing duly signed signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office, as the case may be. Alongwith a deposit of five hundred rupees of such sum as may for the time being be prescribed by the Act, which shall be refunded to such person, or as the case may be, to such member if the person succeeds in getting elected as a Director.

#### PROCEEDINGS OF DIRECTORS

136. Meeting of Directors:

- (a) The Directors may meet together for despatch of business and may adjourn and otherwise regulate their meetings and proceedings, as 'they may think fit, subject to the provision of Section 285 of the Act.
- (b) The Chairman, Director or any officer authorised by the Directors may call a meeting of the Board of Directors.
- (c) Subject to the provisions of section 316(5) and 386 of the Act, questions arising at any meeting shall be decided by a majority of votes and in case of any equality of votes the Chairman shall have a second or casting vote.

137. Notices:

- (a) Notice of every meeting of the Board or a Committee thereof shall ordinarily be given in writing to every Director for the time being at his usual address.
- (b) It shall not be necessary to give notice of meeting of Directors to any Director for the time being away from India.

138. Quorum:

- a) Subject to Section 287 of the Act a quorum for the meeting of the Board of Directors shall be one-third of total strength (any fraction contained in that one-third. being rounded off as one) or two Directors whichever is higher. Provided that where at any time the number of interested Directors exceed or is equal to two-third of the total strength the number of remaining Directors, that is to say the number of Directors who are not interested

present at the meeting being not less than two shall be the quorum during such time.

(b) If a quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of the Board, it shall be adjourned until such date and time as the Chairman shall appoint.

139. Directors may summon meetings:

The Chairman may, and on the requisition of a Director at any time summon a meeting of the Board.

140. Power to appoint Chairman:

The Directors may choose someone of their members to be Chairman and the Director so chosen shall continue as Chairman until otherwise determined by the Board if at any meeting of the Board the Chairman be not present within five minutes after the time appointed for holding the same the Directors present shall choose someone of their number to be Chairman of such meeting.

141. Power of the Board meetings:

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

142. Power to appoint Committee and to delegate powers:

Subject to the provisions of section 292 of the Act, the board may from time to time delegate any of its powers to a committee consisting of such member or members of their body, managers and other officers of the Company as it may think fit and may from time to time revoke such delegation. Any committee so formed shall in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Board. The meetings and proceedings of any such committee, consisting of two or more members shall be governed by the provisions hereinafter contained for regulating the meeting and proceedings of the Directors so far as the same are applicable thereof and are not superseded by any regulations made by the Directors under this clause.

143. When act of directors or committees valid:

Save for the purpose of Sections 262, 292, 316, 372(5) and 386 of the Act, a resolution shall be as valid and effectual as if it had passed at a meeting of the Directors or the Committee thereof duly called and constituted if it is 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 Board or Committee, as the case may be) and to all other Directors or members at their usual address in India and has been approved by such of the Directors or members as are then in India or by a majority of such of them, as are entitled to vote on the resolution.

144. Resolution without Board Meeting valid:

Save for the purpose of Sections 262, 297, 316, 372(5) and 386 of the Act, a resolution shall be as valid and effectual as it had been passed at a meeting of the Directors or of the Committee thereof duly called and constituted if it is circulated in draft together with the necessary papers, if any, to the Directors or to all the members of the Committee, then in India (not in being less number than the quorum fixed for a meeting of Board or Committee, as the case may be) and to all other Directors or members at their usual address in India and has been approved by such of the Directors or members as are then in India or by a majority of such of them as are entitled to vote on the resolution.

#### POWERS OF THE BOARD

##### 145. Powers:

The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things, as are not by the Act or any other Act or by the Memorandum, or by the Articles of Association of the Company, required to be exercised by the Company in general meeting, subject nevertheless to these Articles and to the provisions of the Act, or any other Act and to such regulation being not inconsistent with the aforesaid regulations or provisions or provisions, as may be prescribed by the Company in general meeting but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation has not been made. Provided that the Board shall not, except with the consent of the Company General Meeting:

- (a) sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or when the Company owns more than one undertaking;
- (b) remit or give time for the repayment of any debt due by a Director;
- (c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of compulsory acquisition of such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on 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 (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of will the paid up capital of the Company and its reserves, that is to say, reserves not set apart for any specific purpose; and
- (e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees in excess of the limits laid down by Section 293 of the Act.

#### LOCAL MANAGEMENT

146. The Board of Directors may from time to time provide for the management and the transaction of the affairs of the Company in any specified localities whether at home or abroad in such manner as they think fit and the provisions contained in the three next following Articles shall be without prejudice to the general powers conferred by this Articles but subject to the provisions of Section 292 of the Act.
147. The Board of Directors from time to time and any time may establish any local board or agencies for managing any of the affairs of the Company in any such specified locality and may appoint any persons to be members of such local boards or any managers or agents and may fix their remuneration. And the Directors from time to time and at any time may subject to the provisions of Sections 292 to 297 of the Act delegate to any persons so appointed any of the powers and authorities and discretions for the time being vested in them and may authorise the members for the time being of any such local boards or any of them to fill up vacancies therein and to act notwithstanding vacancies and any such appointment or delegations may be made on such terms and conditions as the Directors may think fit and the Directors may at any time remove any person so appointed and may annul or vary such delegation.
148. The Board of Directors may at any time and from time to time, by power of attorney under the Company's seal any appoint person or persons to be the attorneys of the Company for the purposes and subject to the provisions of Section 292 to 297 of the Act with such powers, authorities and discretion not exceeding those vested in or exercisable by the Directors under these presents and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment may, if the Directors think fit, be made in favour of the members or of any Company or the members, directors, nominees or managers of the Company or firm or in favour of fluctuating body of persons, whether nominated directly or indirectly by the Directors and any such power of attorney may contain such provisions for the protection or conveniences of persons dealing with attorneys as the Directors think fit.
149. Sub-delegation:  
Any such delegate or attorney aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.

#### MANAGING WHOLE-TIME DIRECTORS

150. Appointment of Managing or whole-time Directors:  
The Company by ordinary resolution of the Directors may, subject to the provisions of Section 269 and other applicable provisions of the Act, from time to time appoint one or more of the Directors to be the Managing or managing Directors or whole-time I Directors of the Company for a term not exceeding



five years at a time and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

151. Remuneration of Managing and Wholetime Directors:

Subject to the provisions of Sections 198, 309 and 310 of the Act, a Managing Director of whole-time Director shall in addition to usual remuneration payable to him as a Director of. The Company under these presents, receive such additional remuneration as may from time to time be sanctioned by the Company and may by way of fixed salary or at a specified percentage of the net profits of the Company or both, provided that. such percentage shall not exceed five per cent for any one managing or whole-time Director and ten per cent for all of them together.

152. Conferring powers on Managing or Whole-time Directors:

The Directors may, subject to the provisions of Sections 291 to 297 of the Act, from time to time, entrust and confer upon a Managing Director or whole-time Director for the time being such of the powers' exercisable under these presents by the Directors as they think fit and confer such powers for such may time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and may confer such powers either collaterally with or the exclusion of and substitution for, all or any of the powers of the Directors in that behalf and may from time to time, remove, withdraw, alter or vary all or any such powers.

MANAGER

153. Appointment of Manager:

Subject to provisions of the Act, the Board shall have bower to appoint or employ of t: Company upon such any person to be the Manager think fit and the Board terms and conditions as the Board may, subject to the provisions of the Section 292 of the Act, vest in in such of the powers, vested in the Board generally, as it thinks fit and such powers may be made exercisable for the such period or periods and upon such condition and subject restrictions as it may determine and such remuneration as it may think fit.

154. A Director may be appointed as Manager subject to Sections 314 and 316 of the Act.

SECRETARY

155. Appointment of Secretary:

The Board may from time to time appoint or employ any person to be the Secretary of the Company upon such terms, conditions and remuneration as it think fit, to perform any functions which by the Act or these Articles of Association for the time being of the Company are to be performed by the Secretary and to execute any other purely ministerial or administrative duties which from time to time be assigned to the Secretary by the Board. The Board

may also at any time appoint some person (who need not to be a Secretary) to keep the registers to be kept by the Company.

156. Director may be appointed as Secretary:

Subject to the provisions of the Act, a Director may be appointed as Secretary.

#### THE SEAL

157. Directors to provide a common seal and its safe custody:

(a) The Directors shall provide a common seal of the Company for its purposes and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the Directors shall provide for safe custody of the seal.

(b) The Seal shall not be affixed to any instrument except in the presence of a Director or an officer duly authorised who shall sign every instrument to which the seal shall be affixed. Provided, nevertheless, that any instrument other than a share certificate bearing the seal of the Company and issued for a valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same Provided further that in respect of issue of share certificate the provisions of the Companies (Issue of Share Certificate) Rules 1960 shall apply.

(c) Use of official seal outside India:

The Directors may provide for use in any territory outside India an official Seal subject to the provisions of Section 50 of the Act.

#### ANNUAL RETURNS

158. Annual Returns:

The Company shall make the requisite Annual Return in accordance with Sections 159 and 161 of the Act.

#### RESERVES

159. Reserves:

The Board may subject to Section 205 (2A) of the Act from time to time before recommending any dividend set apart any portion of the profits of the Company as it thinks fit as reserves to meet contingencies or for the liquidation of any debentures debts or other liabilities of the Company or for equalisation of dividends or for repairing, improving or. maintaining any of the property of Company and for each other purposes of the Company as the Board in its absolute discretion thinks conducive to the interest of the Company and may, subject to the provisions of Section 372 of the Act, invest the several sum to set aside upon such investments (other than shares in the Company) as it may think fit and may from time to time deal with and vary such investments and dispose all or any part thereof for the benefit of the Company and may divide

the reserves into such special funds as it thinks fit, with power to employ the reserve or any part thereof in the business of the Company and that without being bound to keep the same separated from the other assets. The Board may also carry towards any profits which it thinks prudent not to divide without setting them aside as a reserve.

160. Investment of the money:

All moneys carried to the reserves shall nevertheless remain and be the profits of the Company applicable subject to due provision being made for actual loss or depreciation, for the payment of dividends and such moneys all other moneys of the Company not immediately required for the purposes of the Company may subject to the provisions of Sections 370 and 372 of the Act, be invested by the Board in or upon such investments or securities as it may select or may be used as working capital or be kept at any bank or deposit or otherwise as the Board may from time to time think proper.

#### CAPITALISATION OF PROFITS

161. Capitalisation:

(1) The Company in general meeting may, upon the recommendation of the Board, resolve:

(a) to capitalise whole or any part of the ;amount for the time being standing to the credit of any of the Company's reserve account or to the credit of the profit and loss account or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause(2) amongst the members who would have been entitled thereof. If distributed by way of dividend and in the same proportion.

(2) The sum aforesaid Shall not be paid- in cash but shall be applied subject to the provisions contained in Clause (3), either in or towards:

(a) paying up any amounts for the time being unpaid on any shares held by such members respectively.

(b) paying up. in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid; or

(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).

(3) A share premium account, and. capital redemption reserve fund may, for the purposes in this Article/ only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

(4) The Board shall give effect to the resolution passed by the Company In pursuance of this Article.

162. Board may make appropriations:

- (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
  - (a) make all appropriation and application of the undivided profits resolved to be capitalised thereby and allotments and issue of fully paid shares if any; and
  - (b) generally do all acts and things required to . give effect thereto.
- (2) The Board shall have full power:
  - (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in the case of shares becoming distributable in fractions and also
  - (b) to authorise any person to enter, on behalf of the members, entitled thereto, into an agreement with the Company providing for allotment to the them respectively, credited as fully paid up, or any further share to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf by the application thereto their representative proportions of the profits resolved to capitalised of be the amounts or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on all such members.

#### INTEREST OUT OF CAPITAL

##### 163. Interest out of Capital:

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

#### DIVIDENDS

##### 164. How profits shall be divisible:

Subject to the rights of members entitled to a share (if any) with preferential or special rights attached thereto the profits of any year or other period shall be applied in the payment of dividend on the Equity Shares of the Company, but so that the holder of partly paid up share shall only be entitled to such proportion of the distribution upon a fully paid up share proportionately to the amount paid or credited thereon during any portion or portions of the period in respect of which the dividend is paid, but if any share issued or terms providing that it shall rank for dividend as from a particular date, such share

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

165. Dividends:

The profits of the Company shall to any special right relation thereto created or authorised to be created by these presents and subject to the provisions of these Articles shall be divisible among the members in proportion to the amount of capital paid upon the shares held by them respectively.

166. Declaration of Dividend:

The Company in an annual general meeting may declare a dividend to be paid to the members according to their rights and interests in the profits and may subject to the provisions of Section 207 of the Act, fix the time for payment.

167. Amount of Dividends:

No larger dividend shall be declared than that recommended by the Board but the Company may in general meeting declare a smaller dividend.

168. Dividends out of profits only:

No dividend shall be payable except out of the profits of the Company or out of moneys provided by the Central Government or State Government for the payment of dividend in pursuance of any guarantee given by such Government and no dividend shall carry interest against the Company.

169. What to be deemed to be net profits:

The declaration of the Board as to the amount of net profits of the Company with audited annual accounts shall be conclusive.

170. Interim Dividends:

The Directors, if in their opinion the position of the Company justified may from time to time without the sanction of the general meeting pay interim dividend to one or more classes of shares to the exclusion of other at rates which may differ from class to classes and when declaring such dividend they should satisfy themselves the preference shares which have prior claim in respect of about payment of dividend shall have their entire rate of dividend at the time of final preparation of the accounts of the period.

171. Debts may be deducted:

No member shall be entitled to receive payment of any dividend or interest in respect of his share or shares presently payable to the Company in respect of such share or shares or otherwise on account of any debts, liabilities or engagements of the members of the Company, either alone or jointly with any other person or persons and the Directors may deduct from the dividend or interest payable to any member all sums of money so due from him to the Company.

172. Dividend and Call together:

Subject to Section 205 of the Act, any general meeting declaring a dividend may make a call on the members of such amount as the meeting fixed, but so

that the call on the member shall not exceed the dividend payable to him and so that the call be made payable to him and so that the call be made payable at the same time as 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 dividend.

173. Effect of transfer:

A transfer of a share shall not pass the right to any dividend declared thereto before the registration of the transfer by the Company.

174. Retaining of dividend under transmission clause:

Subject to the Section 205A of the Act the Directors may retain the dividends payable upon shares in respect of which any person is under the Transmission article 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 thereof or shall duly transfer the same.

175. Retention of Dividends in case of lien:

The Directors may retain any dividend 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.

176. Joint-holders:

Any one of several persons who are members registered jointly in respect of any share may give effectual receipts for all dividends, bonuses and other payments in respect of such shares.

177. Notice of any dividend:

Notice of any dividend, whether interim or otherwise, shall be given to the person entitled to share therein in the manner hereinafter provided.

178. Payment by post:

Unless otherwise directed in accordance with Section 206 of the Act, any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto 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 or to such person and at such address as the member or person entitled to such joint-holders as the case may be. Every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders as the case may be, may direct.

179. Unclaimed Dividends:

No unpaid and unclaimed dividend shall be forfeited unless the claim thereto becomes barred by law. All unclaimed and unpaid dividend shall be dealt with as per the provisions of Section 205A of the Act.

180. The Company shall not be responsible for the loss of any cheque, dividend warrant or postal order sent by post in respect of dividends, whether by request or otherwise at the registered address or the address communicated to the office before hand by the member or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means.

#### BOOKS AND DOCUMENTS

181. Books of account to be kept:

The Directors--shall cause to be kept in accordance with Section 209 of the Act, proper books of account with respect to:

- (a) All sums of money received and spend by the Company and the matters in respect of which the receipts and expenditure take place.
- (b) All sales and purchases of goods by the Company.
- (c) The assets and liabilities of the Company.

182. Inspection by members:

The books of accounts shall be kept at the office or at such other place or places as the Board thinks fit and shall be open to inspection by the Directors during business hours.

183. Place and right of inspection:

The Directors shall from time to time, subject to the provision of Sections 168, 196 and 219 of the Act determine whether and to what time and places and under what conditions, the documents and registers or any of them maintained by the Company on which inspection is allowed by the Act, shall be kept open for the inspection of the members. Such documents and registers shall be kept open for inspection to the person entitled thereto between 11.00 a.m. to 1.00 p.m., on all working days till otherwise decided by the Board. No member (not being a Director) shall have any right to inspection of any account book or document of the Company except as conferred by law or by Act or authorised by the Directors or by resolution of the Company in general meeting and member not being a Director shall be entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret or secret process of or used by the Company.

#### AUDIT

184. Audit:

Once atleast in every year the books of account of the Company shall be examined by one or more Auditor or Auditors.

185. Right of Auditors to attend general meeting:

All notices and other communications relating to any general meeting of the Company which any member of the Company is entitled to have been sent to him shall also be entitled to attend any general meeting and to be heard to at

any general meeting which he attends on any part of the business which concerns him as an Auditor.

186. Auditors report to be read:

The Auditor's Report shall be read before the Company in annual general meeting and shall be open to inspection by any member of the Company.

187. When account to be deemed to be settled:

Every Balance Sheet and Profit & Loss Account of the Company when audited and adopted by the Company in annual general meeting shall be conclusive in respect of transactions of the Company for the relevant year.

#### SERVICE OP NOTICE AND DOCUMENTS

188. Service of documents and notice to members:

The Company shall comply with the provisions of Sections 53, 172 and 190 of the Act as to the serving of notices.

189. Accidental omission not to invalidate:

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

190. Transferees etc. bound by previous notice:

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 previous to his name and address being entered in the Register shall be duly given to the person from whom he derives his title to such share.

191. Mode of signature:

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

192. Deceased members:

Any notice or documents delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall notwithstanding such member by then deceased or whether or not the Company has notice of his death be deemed to have been duly served in respect of any share whether registered solely or jointly with other persons, until some other person be registered in his stead \_as the member in respect thereof and Such service for all purposes of the Articles 'be deemed a sufficient service of such notice or document on his or her heirs, executors; with him or her in any such share.

193. Notice of advertisement:

Any notice required to be given by the Company to the members, or any of them and not expressly provided for by these Articles or by the Act shall be Sufficiently given if given by advertisement.

194. How to be advertised:



Any notice required to be or which may be given by advertisement shall be advertised once in one or more vernacular newspapers circulating in the neighborhood of the registered office.

195. Effect of notice by advertisement:

Any notice by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.

#### RECONSTRUCTION

196. Reconstruction:

On any sale of the whole or part of the undertaking of the Company, the Board or the Liquidators on a winding up may, if authorised by special resolution, accept fully paid or partly paid up shares, debentures other Company, or securities of any whether incorporated in India or not either existing or to be formed for the purchase in the whole or in the part of the property of the Company and the Board if the profits of the Company permit or the Liquidators in a winding up may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them any special resolution may provide for the distribution or appropriation of cash or shares or other securities benefits or property, otherwise than in accordance with:ne strict legal rights of the meter contributories of the Company and for the valuation or any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall subject to the provisions of Section 395 of the Act be bound to accept and shall be bound by any valuation or distribution so authorised and waives all rights in relation thereto save only in case the Company is proposed to be or in course of being wound up and subject to the provision of Section 494 of the Act as are incapable of being varied or excluded by these Articles.

#### WINDING UP

197. (1) If the Company shall wound up, the Liquidator may, with the sanction of a special resolution of the Company and may other sanction required by the Act, divide among the members, in specie or kind the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

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

(3) The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the

contributories as the Liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### SECURITY

198. Secrecy:

Every Director, Secretary, Trustee for the Company, its members or debenture-holders, member of a Committee, Officer, servant, agent, accountant, or other person employed in or about the business of the Company shall, if so required by the Board, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharges his duties, except when required so to do by the Board or by any general meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

199. No member to enter the premises of the Company

No member or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board, or subject to provisions of these presents to require discovery of any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to communicate.

#### INDEMNITY

200. Indemnity:

Subject to the provisions of Section 201 of the Act, every Director, Secretary or officer of the Company or any person (whether an Officer of the Company or not) employed by the Company and any person indemnified appointed as an Auditor shall be out of the funds of the Company against all liability incurred by him as such Director, Secretary, Officer, employee, or Auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court.

Names, Addresses and Descriptions of shareholders	Signature	Name, address and description of Witness to Signatures
Attar Chand Gulati M-17 Kose Part II New Delhi		M. K. Goel 1368, Kashmere Gate, Delhi
Bal Raj Dougall 3, Requit Court Road, New Delhi		M. K. Goel 1368, Kashmere Gate, Delhi

Dated: This the 10<sup>th</sup> day of October 1973.

