

THE COMPANIES ACT, 2013

**MEMORANDUM OF ASSOCIATION**

**OF**

**PAUSHAK LIMITED**

(COMPANY LIMITED BY SHARES)

- I. The Name of the Company is **PAUSHAK LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Gujarat.
- III. The Objects for which the Company is established are:
  - A. The objects to be pursued by the Company on its incorporation are as under:**
    - 1) To carry on the business of manufacturers and processors of and dealers in Chemicals, Chemical Compounds and Chemical products of any nature and kind whatsoever including the manufacturing of and dealing in Heavy Chemicals, Acids, Alkalis, Petro Chemicals, Chemical Compounds and elements of all kinds (solid, liquid or gaseous), solvents and plastics of all types and to carry on the business of manufacturers of and dealers in (a) insecticides made from basic or intermediate organic chemicals or derived from plants and their compounds or in any other ways or methods; (b) contact and systemic, organic and inorganic, fungicides, he-bicides, weedicides or Rodenticides, pesticides, disinfectants, deodarants, germicides for home, farm or other uses and to carry business of manufacturers of and dealers in liquid, dust and granulated formulations of any type of pesticides and filler powders of minerals like talcum, china clay etc.
  - B. Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under:**
    - 1) To carry on the business as traders, merchants, importers, exporters, articles, goods or merchandise, whole sellers and processors of all kinds of commodities, materials, articles, goods or merchandise of any kind whatsoever.
    - 2) To undertake the manufacture of all kinds of commodities, materials, articles, goods or merchandise of any kind in which the company deals in or intends to deal in.
    - 3) To buy, sell, import or export all kinds of merchandise, produce or equipment, developed, produced, grown, raised or manufactured in India or out of India including farm, agriculture and forest products-fresh processed or preserved.
    - 4) To buy, sell, refine, prepare, import, export and deal in goods and chattels of all kinds, both wholesale and retail.
    - 5) To carry on the business of retailers, distributors and operators of all types of goods, including consumer goods and to establish run and operate general stores, departmental stores, chain store, super markets, provision stores or retail distribution centres.
    - 6) To carry on, acquire and to take over business of and or act as Selling Agents, Purchasing Agents, Sub-Agents of any kind or description.

- 7) To act as representatives of Manufacturers as buyers, sellers, commission agents or general agents.
- 8) To carry on business as Agents, brokers or other adantias, dealers or contractors.
- 9) To tender for, accept or undertake contracts for supply of goods, services, material, and equipments, called for by corporation, limited companies, firms, persons, governments, local authorities or other institutions.
- 10) To undertake, establish, carry on and execute all kinds of commercial, industrial, managerial, financial and allied services to industries, trade, commerce, firms and other associations or persons and to act as such advisers to them.
- 11) To acquire and/or supply or industries, trade and commerce or other institutions with appliances, tools, technical know-how, technical-guidance for the development of such industries for cash or any other consideration or for sale, hire, rent, royalty or other compensation or on hire - purchase system or otherwise.
- 12) To provide industries, whether large scale or small scale with:
  - a) Capital, loans, credits, means, resources and technical or managerial assistance.
  - b) expertise in methods of management and marketing.
  - c) up-to-date statistics relating to existing or prospective industries for the prosecution of their work and business.
- 13) To carry on business to do market research, collect statistics, undertake or conduct surveys, polls, tours and to publish reference books and periodicals relating thereto.
- 14) To organize exhibitions, industrial or otherwise and arrange for display of consumer products, industrial products, plants an machinery, equipments and to promote or arrange for their sale, hire or lease.
- 15) To purchase or otherwise acquire, protect, prolong and renew any patents, rightsbreveted, inventions, licenses, protections and concessions, trade marks, trade names, and any other rights and to use and to lease, to hire or otherwise turn to account the same and to grant licences or privileges in respect of the same.
- 16) To purchase, take on lease, or exchange, hire or otherwise acquire real and personal property of all kinds including land, buildings, machinery, plant, stores, licences, concessions, easements and other rights and privileges for the purpose of use, lease, hire, resale or utilization or otherwise.
- 17) To enter into partnership or into any arrangement for joint working, sharing or pooling of profits or losses, amalgamation, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this company.
- 18) To amalgamate with or into one or more companies, or to take over or merge any other Company, undertaking, enterprise, or assets with or without related liabilities,

etc, in whole or in part, or to acquire any marketing rights, territories or distribution arrangements for related or unrelated products and services or enter into franchise or other similar arrangements, or arrangements for joint working in business or for sharing profits, etc, with any company, firm, enterprise, or person carrying on business having objects similar wholly or partly, with those of this Company.

- 19) To erect, construct, laydown, enlarge, maintain and alter any buildings, erections, works and machinery which may seem directly or indirectly necessary or convenient, for any of the purpose of the Company.
- 20) To establish, promote, subsidise and/or otherwise assist any company or companies, association or the concern for the purpose of setting up any industry or running any industrial undertaking acquiring any property or furthering any of the objects of this Company.
- 21) To promote or concur in promoting any other company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly calculated to advance either in full or in part the objects of this Company or the interest of the members.
- 22) To draw, make, accept, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 23) To receive from any person or persons whether member or members, Director or Directors, employee or employees of the Company or otherwise or from any corporate body, money or securities on deposit at interest or otherwise, and to lend money, and in particular to customers, employees, agents and other persons having dealing with the Company.
- 24) To carry on any business or branch of business which this Company is authorized to carry on by means or through the agency or any subsidiary company or companies and to enter into any arrangements with 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 branch so carried on including power, at any time either temporarily or permanently to close any such branch or business and to appoint directors or managers of any subsidiary company or of any other company in which this company is or may be interested and to take part in the management, supervision and control of the business operations, of any company or undertaking and for the purpose mentioned herein to appoint and remunerate any directors, trustees, accountants or other experts or agents.
- 25) To remunerate any person or company for services rendered in placing or assisting to place all or any part of the original or other share capital of the Company or any debentures or other securities of the Company.
- 26) To enter into any negotiation or arrangement with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think desirable to obtain and to

carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.

- 27) To subscribe or to give guarantee or loan or donate money for any national, charitable, benevolent, public, general, useful or profitable opportunities, objects or any other purpose.
- 28) To issue shares of the Company at par or at a premium or (subject to such provisions as may be required by Law) at a discount and as fully or partly paid up, and to distribute any of the property of the Company among the members in specie.
- 29) To remunerate the directors, officials and servants of the Company and others out of, or in proportion to the returns or profits of the Company or otherwise as the Company may think proper, to formulate and carry into effect any scheme for sharing the profits of the Company with employees of the Company or any of them, to grant pensions or gratuities to employees or ex-employees or the relatives, connections or dependents of any such person or persons having dealings with the Company, and to establish or support associations, institutions, clubs, funds, and trusts calculated to benefit any such person or persons having dealings with the Company or otherwise to advance the interests of the Company or of its members.
- 30) To let out on lease or on hire the whole or any part of the real and personal property of the company on such terms as the company shall determine. To enter into such arrangements as the Company may think proper with any public authority for building chawls and tenements on the property of the Company or on the property of others and to let the same either to the employees of the Company or others and upon such terms as the Company may think proper.
- 31) To borrow or raise money by the issue of debentures stock (perpetual or terminable), bonds, mortgages, or any other securities founded or based upon all or any of the property and rights of the Company including its uncalled capital or without any such security and upon terms as to priority or otherwise as the Company shall think fit and to purchase, redeem or pay off any such securities.
- 32) To invest any moneys of the Company in any form of investment which may be considered desirable including investment in shares or debentures of other companies and from time to time vary any such investment.
- 33) To sell, dispose of or transfer the business, property and undertaking of the Company or any part thereof for any consideration which the Company may deem fit to accept and in particular for shares, debentures, debenture stock, bonds, or securities of any other company having objects altogether or in part similar to those of this Company.
- 34) To create any reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purposes conducive to the interests of the Company.
- 35) To place, to reserve or to distribute as dividend or bonus among the members, or otherwise to apply, as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company and

any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.

- 36) Subject to the provisions of the Act, to distribute any of the property of the Company amongst the members in specie or kind.
- 37) To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
- 38) To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any underwriting or other commissions, brokers fees and other charges and to remunerate by cash or allotment of fully or partly paid shares any person, firm, or company for services rendered or to be rendered introducing any property or business to the Company or in placing, assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company or in or about the formation or promotion of the company or the conduct of its business or for any other reason which the Company may think proper.
- 39) To do all or any of the above things in any part of the world and as principals, agents contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 40) To undertake, carry out promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or by payment of any sum to an Association or Institution having the object of undertaking any programme of rural development or in any other manner. Without prejudice to the generality of the foregoing "programme or rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas for the purposes of the Income-tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may, in order to implement any of the above mentioned objects or purposes, transfer or divest the ownership of any property of the Company without consideration, or at such fair or concessional value as the Directors may think fit to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts or funds or any society registered under the Societies Registration Act, 1860, or bodies corporate registered under Companies Act, 1956, as the directors may approve.
- 41) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the Public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and

sponsor any activity for publication of any books, literature, newspaper, etc. or for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or scholars or any other persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any Institution, fund, trust etc. having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any manner and the Directors may in order to implement any of the above mentioned objects or purposes, transfer or divest the ownership of any property of the company without consideration or at such fair or concessional value as the Directors may think fit to or in favour of any public or local body or authority or Central or State Government or any public institutions.

- IV. The liability of the Members is limited.
- V. The Authorised Share Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crore) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹5/- each with a power to increase or reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being, be provided by the Articles of Association of the Company.

(To be substituted vide Ordinary Resolution to be passed by the shareholders by means of postal ballot on \_\_\_\_\_<sup>1</sup>).

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<sup>1</sup>Clause V upto \_\_\_\_\_: The Authorised Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crores) divided into 90,00,000 (Ninety Lacs) Equity Shares of ₹10/- each and 11,00,000 (Eleven Lacs) Redeemable Cumulative Preference Shares of ₹100/- each with a power to increase or reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being, be provided by the Articles of Association of the Company.

(By virtue of Amalgamation of the erstwhile Paushak Limited with the Company sanctioned by the Hon'ble High Court of Gujarat vide its Order dated 07/07/2005)

We the several persons, whose names and addresses are subscribed hereunder, 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 as set opposite to our respective names:

Sl. No.	Name and Addresses, Description and Occupation of Subscribers with their Signatures	Number of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the witness
1.	<b>R. G. Philar</b> (RAMARAO GANPATRAO PHILAR) S/o. Philar Ganapathi Rao 87, Pandurangashram VIII Main Road, Bangalore - 560 012 Business Sd/-	1 (One)	Witness to signatures of all (i.e.1 to 7)  Sd/- <b>S.L. MAHADEVAN</b> S/o. S.R. Lakshman Iyer 99, East Park Road, Malleswaram, Bangalore - 560 003. Jr. Accounts Officer
2.	<b>P. Ahalyabai</b> (AHALYABAI PHILAR) W/o. R. G. Philar 87, Pandurangashram VIII Main Road, Bangalore - 560 012 Housewife Sd/-	1 (One)	
3.	<b>Suresh Philar</b> (SURESH PHILAR) S/o. R. G. Philar 87, Pandurangashram VIII Main Road, Bangalore - 560 012 Business Sd/-	1 (One)	
4.	<b>K. Suniti</b> (K. SUNITI) W/o. K. Gurudutt 8, Anandashram, X Main Road, Bangalore - 560 003 Business Sd/-	1 (One)	
5.	<b>K. Jaiprakash</b> (K. JAIPRAKASH) S/o. K. Gurudutt 8, Anandashram, X Main Road, Bangalore - 560 003 Business Sd/-	1 (One)	
6.	<b>K. Sheila</b> (K. SHEILA) D/o. K. Gurudutt 8, Anandashram, X Main Road, Bangalore - 560 003 Business Sd/-	1 (One)	
7.	<b>Vivek Gurudutt</b> (VIVEK GURUDUTT) S/o. K. Gurudutt 8, Anandashram, X Main Road, Bangalore - 560 003. Business Sd/-	1 (One)	
	Total No. of share taken	7 (Seven Only)	

Dated this 28<sup>th</sup> day of April, 1972 at Bangalore.

THE COMPANIES ACT, 2013

ARTICLES OF ASSOCIATION

OF

**PAUSHAK LIMITED**

(COMPANY LIMITED BY SHARES)

The following regulations comprised in these Articles of Association were adopted pursuant to the Special Resolution passed by the Members of the Company at the Annual General Meeting of the Company held on 6<sup>th</sup> August, 2018 in substitution for and to the entire exclusion of, the regulations contained in the existing Articles of Association of the Company.

**PRELIMINARY**

1. Table F not to apply

The regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act and the Rules made thereunder.

The Company shall be governed by these Articles.

The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

**INTERPRETATION**

2. Interpretation Clause

i. In the interpretation of these Articles, the following words and expressions shall have the following meanings unless repugnant to the subject or context:

- (a) "Act" means the Companies Act, 2013 and include any statutory modification or re-enactment thereof for the time being in force and any previous Company Act, so far as may be applicable.
- (b) "Articles" means these Articles of Association of the Company or as altered from time to time.
- (c) "Auditors" means and includes those persons appointed as such for the time being of the Company.
- (d) "Board" or "Board of Directors" means the Board of Directors of the Company or the Directors collectively. The Board of Directors shall include Committees of the Board made thereon.
- (e) "Charge" means an interest or lien created on the property or assets of a Company or any of its undertakings or both as security and includes a mortgage.



- (f) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.
- (g) "Chairman" or "Chairperson" means the Chairman or Chairperson of the Board of Directors for the time being of the Company.
- (h) "The Company" or "This Company" means Paushak Limited.
- (i) "Director" means a director appointed to the Board of the Company.
- (j) "Debenture" includes debenture-stock, bonds or any other securities of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not.
- (k) "Dividend" includes any interim dividend.
- (l) "Executor or Administrator" means a person who has obtained Probate or Letter of Administrator, as the case may be, from a competent Court and shall also include the holder of a succession certificate authorizing the holder thereof to negotiate or transfer the share or shares of the deceased member and shall also include the holder of a certificate granted by the Administrator General of any State in India.
- (m) "Independent Director" shall have the meaning ascribed to it in the Act.
- (n) "Key Managerial Personnel" means the chief executive officer or the managing director; the company secretary; whole-time director; chief financial officer; and such other officer as may be notified from time to time in the rules.
- (o) "Legal Representative" means a person who in law represents the estate of a deceased member.
- (p) "Month" means a calendar month.
- (q) "Office" means the Registered Office for the time being of the Company.
- (r) "Ordinary & Special Resolution" shall have the meanings assigned to these terms by Section 114 of the Act.
- (s) "Proxy" means an instrument under which any person is authorized to vote for a member at a general meeting on a poll and includes Attorney duly constituted under a Power of Attorney.
- (t) "Rules" means any rule made pursuant to Section 469 of the Act or such other provisions pursuant to which the Central Government is empowered to make rules and shall include such rules as may be amended from time to time.
- (u) "Secretary" is a Key Managerial Person appointed by the Board of Directors to perform any of the duties of a Company Secretary.
- (v) "Shareholders or Members" means the duly registered holder from time to time of the shares of the Company and shall include beneficial owners whose names are entered as a beneficial owner in the records of a depository.
- (w) "Seal" means the Common Seal of the Company.

- (x) "In writing" or "written" means and includes words printed, lithographed, represented or reproduced in any mode in a visible form.
- ii. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force.
- iii. Words importing the singular number include where the context admits or requires the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender and vice versa.

Words importing persons shall, where the context requires, include bodies corporate and companies as well as individuals.

### **SHARE CAPITAL AND VARIATION OF RIGHTS**

#### **3. Authorised share capital**

The Authorized Share Capital of the Company shall be as per Clause V of the Memorandum of Association.

#### **4. Shares under control of Board of Directors**

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions as they may from time to time think fit.

#### **5. New capital same as original capital**

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

#### **6. Directors may allot shares otherwise than in cash**

Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted or issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly-paid up shares, as the case may be.

#### **7. Issue and redemption of Preference Shares**

Subject to the provisions of the Act and Rules made in this behalf, the Board shall have power to issue or re-issue preference shares of one or more classes which are liable to be redeemed or converted to equity shares, on such terms and in such manner as determined by the Board in accordance with the Act.

#### **8. Issue of Sweat Shares**

The Company may issue shares at discounted price by way of sweat equity shares or in any other manner in accordance with the provisions of the Act or any other applicable law.

9. Issue of Bonus Shares

The Company in general meeting may decide to issue fully paid up bonus share to the member if so recommended by the Board of Directors.

10. Further issue of share capital

- i. The Board or the Company, as the case may be, may, in accordance with the Act issue further shares to:
  - i. persons who, at the date of offer, are holders of equity shares of the Company;  
Unless otherwise decided by the Board, such offer shall be deemed to include a right exercisable by the person concerned or renounce the shares offered to him or any of them in favour of any other person; or
  - ii. employees under any scheme of employees' stock option; or
  - iii. any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
- ii. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act read with Rules made thereunder and SEBI guidelines.

11. Issue of further shares not to affect rights of existing members

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

12. Application of premiums received on issue of shares

- i. Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a "securities premium account" and the provisions of the Act, relating to reduction of share capital of the Company shall, except as provided in this Article, apply as if the securities premium account were the paid-up capital of the Company.
- ii. Notwithstanding anything contained in clause (i) above, the securities premium account may be applied by the Company in accordance with the provisions of the Act.

13. Variation of members' right

- i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of such number of the holders of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- ii. To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.

14. Trust not recognized

- i. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- ii. Share may be registered in the name of an incorporated company or any other body corporate but not in the name of a minor (except in case where they are fully paid) or in the name of a person of unsound mind or in the name of any firm or partnership.

15. Commission for placing shares

- i. The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, 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 Act and Rules made thereunder.
- ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act.
- iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

**DEBENTURES**

16. Any debentures, debenture-stock or other securities may be issued subject to the provisions of the Act and these Articles, at a discount, premium or otherwise and may be issued with an option that they may be convertible into shares of any denomination and with any special privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the general meeting and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the general meeting by way of a special resolution.

**SHARE WARRANTS**

17. Subject to the provisions of the Act, the Company may issue with respect to any fully paid shares, a warrant stating that the bearer of the warrants is entitled to the shares specified therein and may provide coupons or otherwise, for payment of future dividends on the shares specified in the warrants and may provide conditions for registering membership.

Subject to the provisions of the Act, the Company may from time to time issue warrants naked or otherwise or issue coupons or other instruments and any combination of equity shares, debentures, preference shares or any other instruments to such class of persons as the Board of Directors may deem fit with a right attached to the holder of such warrants or coupons or other instruments to subscribe to the equity shares or other instruments within such time and at such price as the Board of Directors may decide as per the rules applicable from time to time.

18. Deposit of Share Warrant

The bearer of a 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 the same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising the other privileges of the 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 of Members as the holder of the share included in the deposit warrant.

Not more than one person shall be recognized as depositor of the share warrant.

The Company shall, on two days' written notice, return the deposited share warrant to the depositor.

19. Privileges and disabilities of the holders of share warrant

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

The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he is named in the Register of Members as the Holder of the shares included in the warrant and he shall be a member of the Company.

**ISSUE OF SHARE CERTIFICATES**

20. Share Certificates

i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided;

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

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

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

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

If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

22. The provisions of the foregoing Articles relating to issue of certificate shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

### **LIEN**

23. Company's lien on shares

- i. The Company shall have a first and paramount lien-

- i. On every share (not being a fully paid up share) for all monies (whether presently payable or not) called or payable at a fixed time, in respect of that share; and
- ii. On all shares (not being a fully paid up shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:

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

- ii. The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

24. Enforcing lien by sale

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

Provided that no sale shall be made-

- i. Unless a sum in respect of which the lien exists is presently payable; or
- ii. Until the expiration of such period, as maybe specified in the Act or rules made thereunder, after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his/her death or insolvency.

25. Procedure for enforcing lien by sale

- i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his/her title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- iv. Upon any such sale as aforesaid, the existing certificate(s) in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate(s) in lieu thereof to the purchaser or purchasers concerned.

26. Application of proceeds of sale

The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

27. The provisions of foregoing Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

### **CALLS ON SHARES**

28. Board of Directors may make call

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

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

- ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- iii. A call may be revoked or postponed at the discretion of the Board.
- iv. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
- v. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

29. When interest on call or installments payable

- i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due, shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at the rate not exceeding fifteen percent per annum or at such lower rate, if any, as the Board may determine.
- ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.

30. Amount payable at fixed time or by installment to be treated as calls

- i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

- ii. In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
31. Payment in anticipation of calls may carry interest
- i. May, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
  - ii. Upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, nine per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
  - iii. Money so paid in excess of the amount of calls shall not rank for dividends, or confer a right to participate in profits or exercise voting rights. The Directors may at any time repay the amount so advanced upon giving to such member not less than three months' notice in writing.

### **TRANSFER OF SHARES**

32. Instrument of transfer
- i. Shares in the Company shall be transferred in accordance with the provisions of Section 56 of the Act by an instrument in writing in the prescribed form.
  - ii. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
  - iii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

33. Directors may refuse to register transfer

Subject to the right of appeal as conferred by Section 58 of the Act, the Directors, may, at their own absolute and uncontrolled discretion and without assigning any reason decline to register or acknowledge any transfer of shares and in particular may so decline in any case in which the Company has lien upon the shares or any of them or whilst any moneys in respect of the shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member. Provided that registration of a transfer shall not be refused on the grounds of the transferor being either alone or jointly with any person or persons indebted to the Company on any account whatsoever except a lien. The registration of a transfer shall be conclusive evidence of the approval of the Directors of the transferee.

34. Conditions for not declining registration of transfer

The Board may decline to recognise any instrument of transfer unless-

- i. The instrument of transfer is in the form as prescribed in Rules made under the Act;
- ii. The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and



- iii. The instrument of transfer is in respect of only one class of shares.
- 35. Closure of transfer books, etc.

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

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
- 36. The provisions of the foregoing Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

### **TRANSMISSION OF SHARES**

- 37. Title of shares of deceased holder
  - i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
  - ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
  - iii. The Legal Representative or administrator of a deceased member or holder of a succession certificate shall be the only persons recognised by the Company as having any title to his/her shares and the Company shall not be bound to recognise such executor or administrator or holder of a succession certificate unless such executor or administrator shall have first obtained probate, letters of administration or other legal representation as the case may be from a duly constituted court in India, or from any authority empowered by any law to grant such other legal representation; provided that in any case where the Board in their absolute discretion think fit, the Board may dispense with the production of Probate or Letters of Administration or other legal representation and under the next Article register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member upon such terms as to indemnity or otherwise as the Directors may deem fit.
- 38. Registration of persons entitled to share otherwise than by transfer (transmission)
  - i. Subject to the provision of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents may with the consents of the Directors which they shall not be under obligation to give upon producing such evidence that he/she sustains the character in respect of which he/she proposes to act under this Article or of his/her title, as the Board may think sufficient and upon giving such indemnity as the Directors may require.
  - ii. Any such person shall after sending notice in writing, elect, either -
    - i. To be registered himself as holder of the share; or
    - ii. To make such transfer of the share as the deceased or insolvent member could have made.

39. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
40. The provisions of the foregoing Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.

#### **FORFEITURE OF SHARES**

41. If call or installment not paid, notice may be given

If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

42. Partial payment not to preclude forfeiture

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

43. Terms of forfeiture

The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall also state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

44. In default of payment, shares may be forfeited

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

45. Power to annul forfeiture

The Board of Directors may at any time before any share so forfeited, shall have been sold or otherwise disposed of, annul the forfeiture thereof upon such conditions as they may think fit.

At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture upon such conditions as they may think fit.

46. Members shall be liable to pay money owing, at the time of forfeiture and interest

- i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

- ii. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

47. Declaration of Forfeiture

- i. A duly verified declaration in writing that the declared is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- iii. The transferee shall thereupon be registered as the holder of the share.
- iv. The transferee shall not (unless by express agreement) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.
- v. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

48. Forfeiture to apply in case of non-payment of any sum payable at fixed time

The provisions of these Articles 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 had been payable by virtue of a call duly made and notified.

**ALTERATION OF SHARE CAPITAL**

49. Increase of authorised share capital

The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

50. Consolidation, division and sub-division

Subject to the provisions of the Act, the Company may, by ordinary resolution:

- i. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- ii. Convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination;
- iii. Sub-divide its existing shares or any of them into the shares of smaller amount than is fixed by the memorandum of association;
- iv. Cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person.

51. Shares converted to stock –

- i. The holders of 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.

- ii. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- iii. Such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” shall include “stock” and “stock-holder” respectively.

52. Reduction of Capital

The Company may reduce in any manner and in accordance with the provisions of the Act and rules made thereunder

- i. Its share capital;
- ii. Any capital redemption reserve account; or
- iii. Any share premium account; or
- iv. Any other reserves as may be available.

**CAPITALISATION OF PROFITS**

53. Capitalisation

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

- (c) Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).
  - (d) The securities premium account and capital redemption reserve account or any other permitted reserve may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - (e) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
- iii. Whenever such a resolution as aforesaid shall have been passed, the Board shall –
- (a) Make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - (b) Generally do all acts and things required to give effect thereto.
- iv. The Board shall have power –
- (a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) To authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.
- v. Any agreement made under such authority shall be effective and binding on such members.

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

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

#### **GENERAL MEETINGS**

55. Extraordinary General Meeting

All general meetings other than annual general meeting shall be called extraordinary general meeting.

56. Annual General Meeting

Subject to the provisions of the Act, the Company shall hold from time to time as provided by the Act in addition to any other meetings, a general meeting as its Annual General Meeting. The provisions of Section 96 of the Act shall apply to such Annual General Meeting.

57. Annual General Meeting when to be held

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

58. Calling of Extraordinary General Meeting on requisition

The board of directors shall on requisition of members in accordance with section 100 of the Act, forthwith proceed to call an Extraordinary General Meeting and the provisions of Section 100 of the Act, shall apply in respect of such meeting.

59. Notice of Meeting

Save as permitted under Section 101 of the Act, a General Meeting of the Company may be called by giving not less than such number of days' notice as specified in the Act or rule made thereunder, in writing or through electronic mode in such manner as may be specified in the Act or rule made thereunder.

**PROCEEDINGS AT GENERAL MEETINGS**

60. Presence of quorum

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

61. Quorum for general meeting

The quorum for the general meetings shall be as provided in the Act.

62. Chairperson of the meetings

The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

63. Directors to elect a Chairperson

If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

64. Members to elect a Chairperson

If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

65. If quorum not present, meeting to be cancelled/adjourned

If within half an hour from the time appointed for holding a meeting of the Company, a quorum is not present, the meeting if called upon at the requisition of members, shall stand cancelled. In any other case the meeting shall stand adjourned to the same day in the next week (not being a national holiday) at the same time and place, or to such other day and at such other time and place as the Board may determine.

66. Adjourned meeting to transact business

If at any adjourned meeting also, a quorum is not present within half an hour of the time appointed for holding the meeting the members present, whatever their number (not being less than two) shall be the quorum and shall have power to decide upon all the matters which could properly have been disposed of at the meeting for which the adjournment took place.

67. Business confined to election of chairperson whilst chair vacant

No business shall be discussed at any General Meeting except the election of the Chairperson whilst the Chair is vacant. If a poll is demanded on the election of the Chairperson it shall be taken forthwith in accordance with the provisions of the Act and these Articles.

68. Casting vote of Chairperson at general meeting

On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically, the Chairperson shall have a second or casting vote.

69. Time of taking poll

- i. A poll demanded for adjournment of the meeting or appointment of Chairperson of the meeting shall be taken forthwith.
- ii. A poll demanded on any question other than adjournment of the meeting or appointment of Chairperson shall be taken at such time, not being later than forty-eight hours from the time when the demand was made, as the Chairperson of the meeting may direct.

70. Other business may proceed notwithstanding demand of poll

The demand of poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

71. Scrutinizers at poll

- i. Where a poll is to be taken the Chairperson of the meeting shall appoint one or more scrutinizer(s) to scrutinize the votes given on the poll and to report thereon to him/her.
- ii. The Chairperson shall have power, at any time before the result of the poll is declared, to remove a scrutinizer from office and to fill vacancies in the office of the scrutinizers arising from such removal or from any other cause.

72. Reports, Statements and register to be laid on table

At every Annual General Meeting of the Company there shall be laid on the table, the Directors report and audited statement of accounts, Auditors report, the proxy register with the proxies and the Register of Director's share holdings mentioned under Section 170 of the Act. The Auditors' Report shall be read before the members

in such General Meeting and shall be open to inspection by any member of the Company.

73. Minutes of General and Board Meeting

The Board shall cause minutes of all proceedings of every general meeting and of all proceedings of every meeting of the Board of Directors or of every committee of the board to be kept in accordance with section 118 of the Act.

74. Inspection of minute book of general meeting

The books containing the minutes of the proceedings of general meetings of the Company shall be kept at the office of the Company and be open to the inspection of members on working days except Saturdays and Sundays between 11:00 a.m. to 1:00 p.m.

### **ADJOURNMENT OF MEETING**

75. Chairperson may adjourn the meeting

- i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

76. Notice of adjourned meeting

- i. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- ii. Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **VOTING RIGHTS**

77. Entitlement to vote on show of hands and on poll

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

- i. On a show of hands, every member present in person shall have one vote; and
- ii. On a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

78. Voting through electronic means

A member may exercise his vote at a meeting by electronic means in accordance with the provisions of the Act and shall vote only once.

79. Vote of joint holders

- i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.



- ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

80. Vote of members of unsound mind

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

81. Votes in respect of shares of deceased or insolvent members, etc.

Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 hours before the timing of holding the meeting or adjourned meeting, as the case may be, at which he/she proposes to vote, he/she shall duly satisfied the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

82. Business may proceed pending poll

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

83. Restrictions on voting rights

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

84. No objection can be raised to the qualification of voter

- i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

85. Equal rights of members

Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

### **PROXY**

86. Member may vote in person or otherwise

Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

87. Proxies when to be deposited

The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the

time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

88. Form of Proxy

An instrument appointing a proxy shall be in the form as prescribed in the Rules.

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

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 the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given. Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

90. Votes may be given by proxy

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

91. No voting by proxy on show of hands

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

92. Custody of the instrument

Any instrument of appointment of proxy deposited as aforesaid shall remain permanently or for such time as the directors may determine in the custody of the Company.

## **BOARD OF DIRECTORS**

93. Board of Directors

Until otherwise determined by a General Meeting of the Company and subject to the provisions of the Act, the number of Directors shall not be less than three and not more than fifteen.

94. Independent Director

The Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him/her in accordance with the provisions of the Act. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of Independent Directors.

95. Additional Director

Subject to the provisions of the Act, the Board of Directors shall have power at any time, and from time to time, to appoint a person as an additional Director, provided

the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by these Articles.

96. Alternate Director

The Board of Directors of the Company may appoint an alternate Director to act for a Director (hereinafter called the “original director”) during his/her absence for a period of a not less than three months from India and such appointment shall have effect and such appointee whilst he/she holds office as an Alternate Director shall be entitled to notice of meetings of the Directors and to attend and to vote there at accordingly. An alternate Director appointed under this Article shall not hold office as such for a period longer than permissible to the original Director in whose place he/she has been appointed and shall vacate office if and when the original Director returns to India. If the terms of office of the Original Directors is determined before he/she so returns to India, any provisions in the Act or these Articles for the automatic reappointment of retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

97. Casual Vacancy

Subject to the provisions of the Act, if the office of a Director appointed by the Company in general meeting is vacated before his/her terms of office will expire in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board and the person so appointed shall hold office upto the date which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid.

98. Nominee Director

The Board may appoint any person as a director nominated by any financial institution, bank, corporation or any other statutory body, or if the Company has entered into any obligation with any such institution, bank, corporation or body in relation to any financial assistance by way of loan advanced to the Company or guarantee or given of any loan borrowed or liability incurred by the Company or so long as the Company is indebted. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. 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.

99. Remuneration to Directors

- i. The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.
- ii. The remuneration payable to the Directors, including any Managing Director or Whole-time Director or Manager, if any, shall be determined in accordance with and subject to the provisions of the Act.
- iii. Every Director shall be paid a sitting fee not exceeding the limits prescribed in the Act for each meeting of the Board of Directors or of any committee thereof attended by him/her and shall be paid in addition thereto all travelling, hotel and other expenses properly incurred by him in attending and returning from the meetings of the Board of Directors or any committee thereof or General Meeting of the Company or in connection with the business of the Company to and from any place.

100. Foreign Register of Members and form

The Company may keep foreign register of members and form pursuant to the exercise of the powers conferred on it by Section 88 of the Act and the Board may, subject to the provisions of the Act, make and vary regulations as it may think fit in respect of keeping any of such register.

101. Authorise signing of receipts, cheques, etc.

All cheques, promissory notes, drafts, hundis, bills of exchange, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

102. Resignation of Directors

Subject to the provisions of the Act a Director may at any time resign from his/her office by giving notice in writing to the Company of his intention so to do, and thereupon his office shall be vacated.

103. Rotation of Directors

- i. Not less than two-thirds of the total number of Directors of the Company shall:
  - (a) Be persons whose period of office is liable to determination by retirement of Directors by rotation; and
  - (b) Save as otherwise expressly provided in the said Act; be appointed by the Company in General Meeting.

Explanation: - for the purposes of this Article "total number of Directors" shall not include Independent Directors appointed on the Board of the Company.

- ii. Subject to the provisions of the Act, at the Annual General Meeting of the Company, one third of the Directors for the time being liable to retire by rotation and if their number is not three or a multiple of three then the number nearest thereto shall retire from the office. The Directors to retire at such Annual General Meeting shall be the Directors who shall have been longest in office since their last election. As between Directors who became Directors on the same day those to retire shall (in default of agreement between them) be determined by lot. For the purpose of this Article, a Director appointed to fill a vacancy under the provisions of the Articles shall be deemed to have been in office since the date on which the Director, in whose place he/she has been appointed was last elected as a Director.
- iii. At the annual general meeting at which a director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring director or some other person thereto.
- iv. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a holiday, at the same time and place.

- v. If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless :-
  - (a) At the meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;
  - (b) The retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
  - (c) He is not qualified or is disqualified for appointment;
  - (d) A resolution, whether special or ordinary, is required for his appointment or reappointment by virtue of any provisions of the said Act.
- vi. Unless otherwise mentioned in their terms of appointment, the Whole-time Directors shall not be liable to retire by rotation.

### **POWERS OF THE BOARD**

#### **104. General powers of the Company vested in Board**

The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the Memorandum of Association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the Memorandum of Association and these Articles or the Act, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

#### **105. Specific powers of the Board**

Without prejudice to the general powers conferred by the preceding Article and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article and applicable provisions of the Act, the Directors shall have following powers, that is to say the power:

- i. To make calls on shareholders in respect of money unpaid on their shares;
- ii. To authorise buy-back of securities under section 68;
- iii. To issue securities, including debentures, whether in or outside India;
- iv. To borrow monies;
- v. To invest the funds of the company;
- vi. To grant loans or give guarantee or provide security in respect of loans;
- vii. To approve financial statement and the Board's report;
- viii. To diversify the business of the company;
- ix. To approve amalgamation, merger or reconstruction;
- x. To take over a company or acquire a controlling or substantial stake in another company;
- xi. To make gifts of money, securities, assets and properties of any kind to subsidiaries, members and others as well as to accept gifts, bequests and donations from members, subsidiaries, holding companies and others of money, securities, assets and properties of any kind and may authorize any other person or persons to exercise such powers;
- xii. To make political contribution.

106. Powers to delegate

Subject to the provisions of Section 179 of the Act and other provisions of the Act and rules there under, the Board may delegate from time to time and at any time to committee formed out of the Directors any of its powers, authorities, and discretion for the time being vested in the Board and any such delegations may be made on such terms and subject to such conditions as the Board may think fit.

107. Borrowings Powers of the Board

Subject to restrictions provided in the Act, the Directors may, from time to time at their discretion to accept deposits from members of the Company either in advance on calls or otherwise and generally to raise or borrow or secure the repayment of any sum of money for the purpose of the Company. Any such moneys may be secured in such manner and upon such terms and conditions in all respects as the Directors may think fit and in particular in pursuance of a resolution passed at a meeting of the Board by issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being and the debentures and the debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

108. Restrictions on powers of Board

The Board of Directors shall not, except with the consent of the Company in general meeting, 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) in excess of the borrowing limits as specified in the Act.

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

**MANAGING DIRECTOR / WHOLE-TIME DIRECTOR**

109. Board may appoint Managing Director or Whole-time Director

Subject to the provisions of the Act and these Articles, the Directors shall have power to appoint from time to time one or more of their body to be Managing Director or Managing Directors or Whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and from time to time remove or dismiss him or them from office and appoint another or others in his or their place or places.

Provided that an individual can be appointed or reappointed or continue as Chairperson of the Company as well as Managing Director or Chief Executive Officer of the Company at the same time.

110. Applicability of the provisions to Managing Director or Whole-time Director

Subject to the provisions of the Act and of these articles, a Managing Director or a Whole-time Director shall, may while he/she continues, to hold that office be subject to the same provision as to resignation and removal as the other Directors of the Company and he/she shall ipso-facto and immediately cease to be a Managing Director or Whole-time Director if he/she ceases to hold the office of Director.

111. Remuneration of Managing Director or Whole-time Director

Subject to the provisions of the Act and to the approval of the Company in general meeting, the remuneration of a Managing Director or Whole-time Director shall from time to time be fixed by the Board by way of fixed salary, performance pay, commission on profits of the Company, by participation in any such profits or by any or all of those modes.

112. Powers and duties of Managing Director or Whole-time Director

Subject to the superintendence, control and direction of the board of Directors, the day to day management of the Company may be entrusted to the Director or Directors appointed under the Articles with power to the board to distribute such day to day functions among such Directors, if more than one, in any manner as directed by the board. The board may from time to time, entrust to and confer upon a Managing director or whole-time director for the time being, save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit and may confer such power for such time and to be exercised for such objects and purposes and upon such terms and conditions with such restrictions as they think expedient and they may from time to time revoke, withdraw, alter or vary all or any of such powers.

**PROCEEDINGS OF THE BOARD**

113. Meeting of the Directors

The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

114. Who may summon Board meeting

The Chairperson or any Director with the previous consent of the Chairperson may, on the direction of the Chairperson may, or the Company Secretary, at any time, summon a meeting of the Board.

115. Quorum

The quorum for a Board meeting shall be as provided in the Act.

116. Participation at Board meetings

The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed under the Act.

117. Questions at Board meeting how decided

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

118. Casting vote

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

119. Directors not to act when number falls below minimum

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

120. Chairperson of the meetings

The Chairperson of the Company shall be the Chairpersons at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

121. Directors to elect a Chairperson

If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.

122. Delegation of powers

The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

123. Committee to conform to Board Regulations

Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

124. Participation at Committee meetings

The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed under the Act.

125. Chairperson of Committee

A committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

126. Who to preside at meetings of Committee

If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

127. Committee to meet

A committee may meet and adjourn as it thinks fit.

128. Questions at Committee meeting how decided

Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.

129. Casting vote of Chairperson at Committee Meeting

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



130. Acts of Board or Committee valid notwithstanding defect of appointment

All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

131. Passing of resolution by circulation

Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

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

132. Subject to the provisions of the Act,—

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

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

**COMMON SEAL**

134. The Directors shall provide a common seal for the purpose of the Company and shall have the power from time to time to destroy the same and substitute a new seal in lieu thereof and shall provide for the safe custody of the seal for the time being and the seal shall never be used except by the authority of a resolution of Directors or committee of the Board authorised by it in that behalf. Every deed or other instrument to which seal of the Company is required to be affixed, shall unless the same is executed by duly constituted attorney of the Company, be signed by anyone of the officials authorized by the Board for the purpose, provided that the certificates of shares or debentures may be sealed and signed in the manner and in conformity with the provisions of the Act and rules made thereunder.

**DIVIDENDS AND RESERVE**

135. Company in General Meeting may declare a dividend

The Company in general meeting may declare dividends, but no dividends shall exceeds the amount recommended by the Board. However, the Company may declare a smaller dividends in the general meeting.

136. Interim Dividend

Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

137. Establish reserve funds

- i. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

138. Dividend in proportion to

- i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- ii. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
- iii. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

139. Amount payable

The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

140. Dividend how remitted

- i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- iii. The Company shall not be liable for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereof, by the forged

endorsement of a cheque or warrant or the fraudulent recovery thereof by any other means.

- iv. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

141. Notice of dividend to be given

Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

142. No dividend shall bear interest against the company.

143. The waiver in whole or part of any dividend on any share by any document (whether or not under seal) shall be effective only if such documents is signed by the member (or the person entitled to the share in consequences of the death or bankruptcy of the holder) and delivered to the Company and if extent that the same is accepted as such and acted upon by the Board.

### **REGISTERS AND DOCUMENTS**

144. The Company shall keep and maintain Registers, Books and Documents required by the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) to the extent applicable to the Company from time to time.

145. The Registers, Books and Documents as provided in the foregoing Article shall (a) subject to such restrictions as provided in the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and on payment of such fees as may be decided by the Board of Directors of the Company, be open to persons so authorized/entitled for inspection and extracts may be taken therefrom on working days except Saturdays and Sundays between 11.00 AM to 1.00 PM and (b) copy thereof may be required by such persons who are entitled for the same and on payment of such fees as may be decided by the Board of Directors of the Company.

Provided that the fees (in case (a) or (b) above) so decided by the Board, in any case shall not exceed the maximum fees prescribed, in respect of inspection or copies thereof, as the case may be, for respective document/register, under the Companies Act, 2013 and rules made thereunder from time to time (including any statutory modification or re-enactment thereof).

146. The Company may charge from the shareholder, the fee in advance, equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of service i.e. by post or by registered post or by speed post or by courier or by electronic or other mode; provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company.

### **ACCOUNTS AND AUDIT**

147. Books of accounts to be kept

The Company shall keep proper books of accounts as required by the Act in particular under Section 128 thereof.

148. Inspection by Directors

The books of accounts and books and papers of the Company or any of them shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the rules made thereunder.

149. Inspection by Members

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

150. Statement of accounts to be furnished to general meeting

Subject to Section 129 of the Act at every Annual General Meeting of the Company the Directors shall lay before the Company a Financial Statements for each financial year. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. Every account when audited and approved by a General Meeting shall be conclusive.

151. Accounts to be audited and appointment of auditors

Every financial statement that is required to be laid before the members of the Company shall be audited by one or more auditors to be appointed as hereinafter mentioned. The appointment, powers, rights, remuneration and duties of the auditors shall be regulated by Sections 139 to 146 and Section 148 of the Act.

### **WINDING UP**

152. Winding up when necessary will be done in accordance with the provisions of the Act.

### **INDEMNITY AND INSURANCE**

153. Directors and other officers right or indemnity

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

Subject to the provisions of the Act, every Director, Secretary and other officer or employee of the Company shall be indemnified by the Company against and it shall be the duty of directors to pay out of the Company all costs, losses and expenses (including travelling expenses) which any such director, secretary or officer or employee may incur or become liable to be reason of any contract entered into or act or deed done by him/her as such director, secretary or officer or employee or in any way in the discharge of duties.

154. Insurance

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

155. Directors and Officers not responsible for act of others

Subject to the provisions of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any Director or officers or for joining in any receipt or other act of conformity, or for any loss or expenses happening to the Company through insufficiency or deficiency of title of any property acquired by order of the Directors for or on behalf of the Company or for insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person, company, body corporate or corporation with whom any money, securities or effect shall be entrusted or deposited, or for any other loss or damage or misfortune whatsoever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same happens through his/her wilful misconduct or neglect or dishonesty.

**SECRECY**

156. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

157. No member or other person (not being a Director) shall be entitles to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director or to inquire discovery of any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any matter which related to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

We the several persons, whose names and addresses are subscribed hereunder, 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 as set opposite to our respective names:

Sl. No.	Name and Addresses, Description and Occupation of Subscribers with their Signatures	Number of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of the witness
1.	<b>R. G. Philar</b> (RAMARAO GANPATRAO PHILAR) S/o. Philar Ganapathi Rao 87, Pandurangashram VIII Main Road, Bangalore - 560 012 Business Sd/-	1 (One)	Witness to signatures of all (i.e.1 to 7)  Sd/- <b>S.L. MAHADEVAN</b> S/o. S.R. Lakshman Iyer 99, East Park Road, Malleswaram, Bangalore - 560 003. Jr. Accounts Officer
2.	<b>P. Ahalyabai</b> (AHALYABAI PHILAR) W/o. R. G. Philar 87, Pandurangashram VIII Main Road, Bangalore - 560 012 Housewife Sd/-	1 (One)	
3.	<b>Suresh Philar</b> (SURESH PHILAR) S/o. R. G. Philar 87, Pandurangashram VIII Main Road, Bangalore - 560 012 Business Sd/-	1 (One)	
4.	<b>K. Suniti</b> (K. SUNITI) W/o. K. Gurudutt 8, Anandashram, X Main Road, Bangalore - 560 003 Business Sd/-	1 (One)	
5.	<b>K. Jaiprakash</b> (K. JAIPRAKASH) S/o. K. Gurudutt 8, Anandashram, X Main Road, Bangalore - 560 003 Business Sd/-	1 (One)	
6.	<b>K. Sheila</b> (K. SHEILA) D/o. K. Gurudutt 8, Anandashram, X Main Road, Bangalore - 560 003 Business Sd/-	1 (One)	
7.	<b>Vivek Gurudutt</b> (VIVEK GURUDUTT) S/o. K. Gurudutt 8, Anandashram, X Main Road, Bangalore - 560 003. Business Sd/-	1 (One)	
	Total No. of share taken	7 (Seven Only)	

Dated this 28<sup>th</sup> day of April, 1972 at Bangalore.