

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
INDITALIA REFCON LIMITED

1. Subject as hereinafter otherwise provided the regulations contained in Table "A" in the First Schedule to the Companies Act, 1956 shall apply to this Company so far as they are applicable to a public company except so far as they have been impliedly or expressly modified by that is contained in the Articles hereinafter mentioned as altered or amended from time to time.

Table "A"
to apply

INTERPRETATION

2. In the interpretation of these Articles, unless repugnant to the subject of context:-

Interpretation

"The Company" or "this Company" means INDITALIA REFCON LIMITED.

"The Company" or
"this Company"

"The Act" means the Companies Act, 1956 or any statutory modification or re-enactment thereof for the time being in force.

The Act

"Auditors" means and includes those persons appointed as such for the time being by the Company, under Section 224 of the Act.

Auditors

"Board" or "Board of Directors" means a meeting of the Directors duly called and constituted, or as the case may be the Directors assembled at the Board of Directors of the Company collectively.

"Board or
Board of
Directors

Directors	"Directors" means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board.
Dividend	"Dividend" includes bonus.
Member	"Member" means a registered holder from time to time of a share in the Company and includes the subscribers to the Memorandum of the Company.
General Meeting	"General Meeting" means a meeting of the members.
Annual General Meeting	"Annual General Meeting" means a meeting of the members held in accordance with the provisions of Section 166 of the Act.
Extraordinary General Meeting	"Extraordinary General Meeting" means an Extraordinary General Meeting of members duly called and constituted or any adjourned holding thereof.
Month	"Month" means a calender month.
Office	"Office" means the Registered Office for the time being of the Company.
paid-up	"Paid up" includes credited as paid up.
Persons	Words importing "persons" include corporations and firms as well as individuals.
Register of Members	"The Register of Members" means the Register of the members to be kept pursuant to the Act.
The Registrar	"The Registrar" means the Registrar of Companies.
Seal	"Seal" means the common seal for the time being of the Company.
Share	"Share" means share in the share capital of a Company and includes stock except where a distinction between stock and share is expressed or implied.

"Secretary" includes a temporary or Assistant Secretary or any person or persons appointed by the Board to perform any of the duties of Secretary.	Secretary
"Special Resolution" and "Ordinary Resolution" shall have the meaning respectively assigned thereto by the Act.	Special Resolution and Ordinary Resolution
"Year" means the Calendar year and "Financial Year" shall have the meaning thereto by Section 2(17) of the Act.	Year and Financial Year
Words importing the masculine gender also include feminine gender.	Gender
Words importing the singular number include where the context admits or requires, the plural number and vice versa.	Singular Number
"In writing and written" include printing, lithography and other modes of representing or reproducing words in visible form.	In writing and written
The Marginal Notes and Catch Lines hereto shall not affect the construction hereof, save as aforesaid, any words or expression defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles as in the Act.	Marginal Notes and catch Lines

CAPITAL

The Authorised Share Capital of the Company is Rs.20,00,00,000/-(Rupees Twenty Crores Only) divided into 1,50,00,000(One Crore Fifty Lacs) Equity Shares of Rs.10/-(Rupees Ten each) and 5,00,000(Five Lacs) Preference Shares of Rs.100/-(Rupees One Hundred) each.

4. The Company in General Meeting may, from time to time, increase the capital by the creation of new shares, such increase to be of such aggregate amount to be divided into shares of such respective amount as the resolution shall prescribe. Subject to the provisions of the Act, shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Directors shall determine, and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the	Power to alter capital
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Company, and with a right of voting at General Meetings of the Company in conformity with Sections 87 and 88 of the Act. Whenever capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 97 of the Act.

New capital
same as existing
capital

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

Redeemable
Preference
Shares

6. Subject to the provisions of Section 80 of the Act, the Company shall have the power to issue Preference Shares which are or at the option of the Company are liable to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.

Provision to
apply on issue
of Redeemable
Preference
Shares

7. On the issue of Redeemable Preference Shares under the provisions of Article 6 hereof the following provisions shall take effect:-

- (a) no such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of the redemption;
- (b) no such shares shall be redeemed unless they are fully paid;
- (c) the premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's Share Premium Account before the shares are redeemed.
- (d) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account" a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the share capital of the Company

shall, except as provided in Section 80 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

8. The Company may (subject to the provisions of Sections 78, 80, 100 to 105 inclusive, of the Act) from time to time by Special Resolution, reduce its capital and any Capital Redemption Reserve Account or Premium Account in any manner for the time being authorised by law, and in particular, capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have if it were omitted.

Reduction of capital

9. Subject to the provisions of Section 94 of the Act, the Company in General Meeting may, from time to time sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others or other. Subject as aforesaid the Company in General Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

Sub-division, consolidation and cancellation of shares

10. Whenever the capital by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 106 and 107 of the Act, be modified, commuted, affected or abrogated, or dealt with by agreement between the Company and any person purporting to contract on behalf of the class, provided such agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate General Meeting of the holders of shares of that class.

Modification of rights

SHARES AND CERTIFICATES

11. The Company shall cause to be kept a Register and Index of Members in accordance with Sections 150 and 151 of the Act. The Company shall be entitled to keep in any State or country outside India a branch Register of Members resident in that State or country.

Register and Index of Members

Shares to be
numbered pro-
gressively and
no share to
be sub-divided

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

Further Issue
of capital

13. (a) Where at any time it is proposed to increase the subscribed capital of the Company by allotment of further shares, whether out of unissued share capital or out of increased share capital, then such further shares shall be offered to the persons who at the date of the offer, are holders of the Equity Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid-up on these shares at that date. Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined. After the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as they think most beneficial to the Company.

(b) Notwithstanding anything contained in the preceding sub-clause, the Company may :-

(i) by a resolution;

(ii) by members who, being entitled to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members so entitled and voting

offer further shares to any person or persons, and such person, persons or the investing community at large by a public issue, may or may not include the persons who at the date of the offer, are the holders of the Equity Shares of the Company.

(c) Nothing in clauses (a) and (b) of this Article shall apply to the increase of the subscribed capital caused by the exercise of an option attached to debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares in the Company provided that the terms of the issue of such debentures or the terms of such loans include a term providing for such option and such term either has been approved by the Central Government before

the issue of the debentures or the raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf and in the case of debentures or loans other than those debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf has also been approved by a Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans.

14. Subject to the provisions of these Articles and of the Act, the shares (including any shares forming part of any increased capital of the Company) shall be under the control of the Directors; who may allot or otherwise dispose of the same to such persons in such proportion on such terms and conditions and at such times as the Directors think fit and subject to the sanction of the Company in General Meeting with full power, to give any person the option to call for or be allotted shares of any class of the Company either (subject to the provisions of Sections 78 and 79 of the Act) at a premium or at par or at a discount and such option being exercisable for such time and for such consideration as the Directors think fit. The Board shall cause to be filed the returns as to allotment provided for in Section 75 of the Act.

Shares under
control of
directors

15. In addition to and without derogating from the powers for that purpose conferred on the Board under Article 13 and 14 hereof, the Company in General Meeting may, subject to the provisions of Section 81 of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such person (whether members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Sections 78 and 79 of the Act) at a premium or at par or at a discount, as such General Meeting shall determine and with full power to give any person (whether a member or not) the option to call for or be allotted shares of any class of the Company either (subject to compliance with the provisions of Section 78 and 79 of the Act) at a premium or at par or at a discount, such option being exercisable at such times and for such times and for such considerations as may be directed by such General Meeting, or the Company in General Meeting may make any other provision whatsoever for the issue, allotment or disposal of any shares.

Power also to
company in
General Meeting
to issue shares

16. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of shares

Acceptance of
shares

any share therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall, for the purpose of these Articles, be a member.

Deposit and call
etc. to be debt
payable
immediately

17. The money, if any, which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

Liability of
members

18. Every member, or his heirs, executors or administrators, shall pay the Company the portion of the capital by his share or shares which may, for the time being, remain unpaid thereon, in such amounts, at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require or fix for the payment thereof.

Share
certificates

19. (a) Every member or allottee of shares shall be entitled without payment to receive one certificate specifying the name of the person in whose favour it is issued, the shares to which it relates and the amount paid-up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letters of acceptance of or renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the Seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered Power of Attorney and the Secretary or some other person appointed by the Board for the purpose, and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or a whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued, indicating the date of issue.

(b) Any two or more joint allottees of a share shall, for the purpose of this Article, be treated as a single member, and the certificate of any share, which may be

the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Re.1. The Company shall comply with the provisions of Section 113 of the Act.

(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

20. (a) No Certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn, old, decrepit or worn out, or where the pages on the reverse for recording transfers have been fully utilised, unless the certificate in lieu of which it is issued is surrendered to the Company. The Company shall be entitled to charge such fee not exceeding Rs.2/- per certificate issued on splitting or consolidation of share certificates or any replacement of the share certificates that are defaced or torn as the Board thinks fit. Provided that no fee shall be charged for sub-division or consolidation of shares into lots of the market unit of trading or for issue of share certificates in replacement of those that are old, decrepit or worn out or where the pages on the reverse for recording transfers have been fully utilised.

Renewal of
share
certificates

(b) When a new share certificate has been issued in pursuance of clause (a) of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is "issued in lieu of share certificate No. sub-divided/replaced/on consolidation of shares".

(c) If a share certificate is lost or destroyed, a new certificate in lieu thereof shall be issued only with the prior consent of the Board and on such terms, if any, as to evidence and indemnity as to the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Board thinks fit.

(d) When a new share certificate has been issued in pursuance of clause (c) of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is "duplicate issued in lieu of share certificate No.". The word "Duplicate"

shall be stamped or punched in bold letters across the face of the share certificate.

(e) Where a new share certificate has been issued in pursuance of clause (a) or clause (c) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates indicating against the names of the persons to whom the certificate is issued the number and date of issue of the share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross reference in the "Remarks" column.

(f) All blank forms to be issued for issue of share certificate shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may appoint for the purpose; and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.

(g) The Managing Director of the Company for the time being or, if the Company has no Managing Director, every Director of the Company shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates except the blank forms of share certificates referred to in Clause (f) of this Article.

(h) All books referred to in Clause (g) of this Article shall be preserved in good order permanently.

21. The Board may refuse applications for sub-division or consolidation of Equity Share Certificates into lots of less than 50 shares except when such statutory order or an order of a competent Court of Law or has been made by an existing member with a view to make an odd lot holding into a marketable lot, subject to verification by the Company.

22. The Board shall be entitled to refuse application for transfer of less than 50 equity shares of the Company subject however to the following exceptions:

- (1) Transfer of equity shares made in pursuance of any statutory provision of law or an order of a competent Court of Law.

- (ii) Transfer of entire holding of Equity Shares by an existing shareholder of the Company holding less than 50 Equity Shares to one or more transferee(s) provided that the holding of the transferee(s) will not be less than 50 Equity Shares after the said transfer.
- (iii) Transfer of Equity Shares of a shareholder holding less than 50 Equity shares to one or more transferee(s) whose holding in the company will not be less than 50 Equity Shares each, after such transfer.

23. If any share stands in the names of two or more persons the person first named in the Register shall as regards receipts of dividends or bonus or service or notices and all or any other matter connected with the Company, except voting at meetings and the transfer of the shares be deemed the sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share and for all incidents thereof according to the Company's regulations.

The first named
of joint-holders
deemed sole
holder

24. Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof; but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

Company not
bound to
recognise any
interest in
share other
than that
of registered
holder

25. (a) Notwithstanding anything herein contained, a person whose name is at any time entered in the Register of Members of the Company as the holder of a share in the Company, but who does not hold the beneficial interest in such share, if so required by the Act, within such time and in such form as may be prescribed, make a declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such share in the manner provided in the Act.

Declaration by
person not
holding
beneficial
interest in
any shares

(b) A person who holds a beneficial interest in a share or a class of shares of the Company, if so required by the Act, within the time prescribed, after his becoming

such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in the Act.

(c) Whenever there is a change in the beneficial interest in a share referred to above, the beneficial owner shall, if so required by the Act, within the time prescribed, from the date of such change, make a declaration to the Company in such form and containing such particulars as may be prescribed in the Act.

(d) Notwithstanding anything contained in the Act and Article 24 hereof, where any declaration referred to above is made to the Company, the Company shall, if so required by the Act, make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a Return in the prescribed form with the Registrar with regard to such declaration.

Funds of
company may
not be applied in
purchase of
shares of the
Company

26. None of the funds of the Company shall be applied in the purchase of any shares of the Company, and it shall not give any financial assistance for or in connection with the purchase or subscription of any shares in the Company or in its holding Company save as provided by Section 77 of the Act.

UNDERWRITING AND BROKERAGE

Commission
may be paid

27. Subject to the provisions of Section 76 of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolute or conditional) for any shares or debentures in the Company, but so that the commission shall not exceed in the case of shares 5 per cent of the price at which the shares are issued and in the case of debentures 2½ per cent of the price at which the debentures are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

Brokerage

28. The Company may pay a reasonable sum for brokerage.

INTEREST OUT OF CAPITAL

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

Interest may
be paid out
of capital

CALLS

30. The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by circular resolution) make such call as it thinks fit upon the members in respect of all monies unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board. A call may be made payable by instalments.

Directors may
make calls

31. Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.

Notice of calls

32. A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board.

Calls to date
from resolution

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

Call may be
revoked or
postponed

34. The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Liability of
Joint-holders

35. The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who from residence at a distance or other cause, the Board

Directors may
extend time

may deem fairly entitled to such extension but no member shall be entitled to such extension save as a matter of grace favour.

Calls to carry
Interest

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

Sums deemed
to be calls

37. 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 the same becomes payable, and in case of non-payment 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.

Proof on trial
of suit for
money due on
shares

38. On the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequently to the date at which the money is sought to be recovered is alleged to have become due on the shares in respect of which such money is sought to be recovered; that the resolution making the call is duly recorded in the Minute Book; and that notice of such call was duly given to the member or his representatives sued in pursuance of these Articles; and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt,

Partial payment
not to preclude
forfeiture

39. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either

by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

40. (a) The Board may, if it thinks fit, agree to and receive from any member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the monies so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls made upon and due in respect of the shares on account of which such advances are made, the Board may pay or allow interest at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the member three months' notice in writing. Provided that monies paid in advance of calls on any shares may carry interest, but shall not confer a right to dividend or to participate in profits.

(b) No member paying any such sum in advance shall be entitled to voting rights in respect of the monies so paid by him until the same would but for such payment become presently payable.

L I E N

41. The Company shall have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all monies (whether presently payable or not) called or payable at a fixed time in respect of such shares, and no equitable interest in any shares shall be created except upon the footing and upon the condition that Article 24 hereof is to have full effect. Any such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

42. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as they shall think fit and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their number to execute a transfer thereof on behalf of and in the name of such

member. No sale shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall have been served on such member or his representatives and default shall have been made by him on them in payment, fulfilment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.

Application of
proceeds of
sale

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

FORFEITURE OF SHARES

If money payable
on shares not
paid notice to
be given to
member

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

Form of
notice

45. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or instalment and such interest thereon at such rate as the Directors shall determine from the day on which such call or instalment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.

In defaults of
payment, shares
to be forfeited

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

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

Notice of
forfeiture
to a member

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

Forfeited share
to be property
of the Company
and may be
sold etc.

49. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereof from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce the payment thereof if it thinks fit.

Member still
liable to pay
money owing
at time of
forfeiture and
interest

50. The forfeiture of a share shall involve extinction at the time of the forfeiture, of all interest in and all claim and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights by these Articles are expressly saved.

effect of
forfeiture

51. A declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles 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 shares.

Evidence of
forfeiture

52. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of Transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity of the sale shall not be impeached by any

Validity of
sale under
Article 42
and 48.

person and the remedy of any person aggrieved by the sale shall be damages only and against the Company exclusively.

Cancellation of
share
certificates in
respect of
forfeited shares

53. Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.

Power to
annul
forfeiture

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

TRANSFER AND TRANSMISSION OF SHARES

Register of
Transfers

55. The Company shall keep a "Register of Transfers", and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share.

Form of
transfer

56. Shares in the Company may be transferred by an instrument in writing in the usual common form or in such other form as shall from time to time be appointed by the Directors provided that if so required by the provisions of the Act, such instrument of Transfer shall be in the form prescribed and shall be duly stamped and delivered to the Company within the prescribed period.

Transfer form
to be completed
and presented
to the
Company.

57. The instrument of transfer duly stamped and executed by the transferor and the transferee shall be delivered to the Company in accordance with the provisions of the Act. The instrument of transfer shall be accompanied by such evidence as the Board may require to prove the title of transferor and his right to transfer the shares and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board. The transferor shall be deemed to be the holder of such shares until the name of the transferee shall have been entered in the Register of Members in respect thereof. Before the registration of a transfer the certificate or certificates of the shares must be delivered to the Company.

58. The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situate to close the Transfer Books, the Register of Members or Register of Debenture-holders at such time or times and for such period or periods, not exceeding thirty days at time and not exceeding in the aggregate forty five days in each year.

Transfer Books
and Register
of Members
when closed

59. Subject to the provisions of Section 111 of the Act, the Board may, at its own absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer of shares, whether fully paid or not (notwithstanding that the proposed transferee be already a member) but in such cases it shall within two months from the date on which the instrument of Transfer was lodged with the Company, send to the transferee and the transferor notices of the refusal to register such transfer, provided that registration of transfer shall not be refused on the ground that the transferor alone or jointly with any other person or persons is indebted to the Company on any account whatsoever. The board shall not accept application for any transfer except transfer such shares pursuant to any statutory provision or any order of a court of law.

Directors may
refuse to
register
transfer

60. Where, in the case of partly paid shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 110 of the Act.

Notice of
application
when to
be given

61. In the case of the death of anyone or more of the persons named in the Register of Members as the joint-holders of any share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

Death of one
or more joint-
holders of shares

62. The executors or administrators or holders of a Succession Certificate or the legal representative of a deceased member (not being one or two or more joint-holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognise such executors or administrators or holders of a Succession Certificate or the legal representative unless

Title to shares
of deceased
member

such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration or Succession Certificate, as the case may be, from a duly constituted Court in the Union of India; provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of Probate or Letters of Administration or Succession Certificate, upon such terms as to indemnity or otherwise as the Board in its absolute discretion may think necessary and under Article 65 register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.

No transfer to
minor etc.

63. No share shall in any circumstances be transferred to any minor, insolvent or person of unsound mind.

Compliance with
the Estate
Duty Act, 1953

64. If any member of the Company dies, and the Company through any of its principal officers within the meaning of the Estate Duty Act, 1953, has knowledge of the death, it shall not be lawful for the Company to register the transfer of any share standing in the name of the deceased member unless the Company is satisfied that the transferee has acquired such shares for valuable consideration or there is produced to it a certificate from the Controller, Deputy Controller, or Assistant Controller of Estate Duty that either the Estate Duty in respect thereof has been paid or will be paid or none is due as the case may be.

Where the Company has come to know through any its principal officers of the death of any member, the Company shall, within three months of the receipt of such knowledge, furnish to the Controller, Deputy Controller or Assistant Controller of Estate Duty who is exercising the function of the Income-tax Officer under the Income-tax Act in relation to the Company, such particulars as may be prescribed by the Estate Duty Rules, 1953.

Registration of
persons entitled
to shares
otherwise than
by transfer

65. Subject to the provisions of the Act and Articles 61 and 62 any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered, he shall testify

the election by executing in favour of his nominee an instrument of Transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the shares.

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

Persons entitled
may receive
dividend
without being
registered as
member

67. There shall be paid to the Company in respect of the transfer or transmission of any number of shares to the same party, such sum as the Board may require. The Board may, however, in its absolute discretion wholly or partly waive payment of the fee aforesaid generally or in the specific case or cases as it may deem fit.

Fees on transfer
of transmission

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

Company not
liable for
disregard of a
notice prohib-
iting registration
of a transfer

COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

69. Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 39 of the Act shall be sent by the Company to every member at his request within seven days of the request on payment of the sum of Re.1 for each copy.

Copies of
Memorandum and
articles of Associa-
tion to be sent
by the company.

BORROWING POWERS

Power to
borrow

70. (a) Subject to the provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Directors shall have the power from time to time at their discretion by a resolution of the Board to borrow any sum or sums of money for the purpose of the Company.

(b) Subject to the provisions of the Act and these Articles, the Directors may raise and secure payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of bonds, debentures or other securities, or any mortgage or charge or other form of security on the undertaking on the whole or any part of the presently or future property of the Company.

(c) Subject to the provisions of the Act and these Articles any bonds, debentures 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.

(d) Bonds, debentures or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

(e) Subject to the provisions of the Act and these Articles, any bonds, debentures or other securities may be issued at a discount, premium or otherwise and with any privileges and conditions as to redemption, surrender, drawings, allotment of shares and otherwise; provided in particular that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in a general meeting by a resolution.

(f) Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or be about to incur any liability, whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company (present and future) by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

71. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 143 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company; and shall cause the requirements of Sections 118, 125 and 127 to 144 (both inclusive) of the Act in that behalf to be duly complied with, so far as they fail to be complied with by the Board.

Register of Mortgage etc. to be kept

72. The Company shall, if at any time it issues debentures, keep a Register and Index of Debenture-holders in accordance with Section 152 of the Act. The Company shall have power to keep in any State or country outside India a Branch Register of Debenture-holders resident in that State or country.

Register of Index of Debenture holders

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

73. The Company in General Meeting may convert any paid-up shares into stock; and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interest, in the same manner and subject to the same regulations as, and subject to which shares from which the stock arose have been transferred, if no such conversion had taken place, or as near thereto as circumstances will admit. The Company may at any time convert any stock into paid-up shares of any denomination.

Shares may be converted into stock

74. 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 of winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

Rights of stock-holders

GENERAL MEETINGS

75. The Company shall in each year, in addition to any other meetings, hold a general meeting (herein called an "Annual General Meeting") at the intervals and in accordance with the provisions herein specified. The First Annual General Meeting shall be held within 18 months from the date of incorporation of the Company and the next Annual General Meeting of the Company shall be held

Annual General Meeting
Annual Summary

within 6 months after the expiry of the financial year in which the first Annual General Meeting was held and thereafter an Annual General Meeting shall be held within 6 months after the expiry of each financial year; provided, however, that with the permission of the Registrar of Companies, the time for holding any Annual General Meeting may be extended by a period not exceeding 4 months. Except in cases where the Registrar of Companies has given an extension of time as aforesaid for holding any Annual General Meeting not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.

Extraordinary
General Meeting

76. All general meetings other than Annual General Meetings shall be called extra-ordinary general meetings.

77. The Board of Directors may, whenever it thinks fit, call an extraordinary general meeting at such time and at such place as it may determine.

Notice of
General
Meeting

78. At least 21 days' notice of every general meeting, annual or extraordinary, specifying the day, place and hour of the meeting; and the general nature of the business to be transacted thereat, shall be given in the manner hereinafter provided, to such persons as are under these Articles entitled to receive notice from the Company; provided that in the case of Annual General Meeting with the consent in writing of all the members entitled to vote thereat and in the case of any other meeting with the consent of members holding not less than 95% of such part of the paid up share capital of the Company as given a right to vote at the meeting, a meeting may be convened by a shorter notice. In the case of an Annual General Meeting, if any business other than (i) the consideration of the profit and loss accounts, balance Sheets and Reports of the Board and Auditors, (ii) the declaration of a dividend, (iii) the appointment of Directors in place of those retiring, (iv) the appointment of, and fixing of remuneration of the Auditors is to be transacted, and in the case of any other meeting, in any event, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business, including, in particular, the nature of the concern or interest, if any, therein of every Director. Where any such item of special business relates to, or affects any other company, the extent of shareholding interest in the other company of every director of the Company, shall also be set out in the statement, if the extent of such shareholding interest is not less than 20% of the paid up share capital of that other company. Where any item of business consists of according approval to any document by the meeting, the time and place where the documents can be inspected shall be specified in the aforesaid statement.

79. The accidental omission to give any such notice as aforesaid to any of the members, or the nonreceipt thereof, shall not invalidate any resolution passed at any such meeting.

Omission to give notice not to invalidate a resolution passed

80. No general meeting, Annual or Extraordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.

Meeting not to transact business not mentioned in notice

81. Five members present in person ~~*****~~ shall be a quorum for a General Meeting. No business shall be transacted at any General Meeting unless the requisite quorum shall be present.

Quorum at general meeting

82. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 187 of the Act.

Body corporate deemed to be personally present

83. If, at any expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, the meeting if convened by or upon the requisition of members, shall stand dissolved, but in any other case the meeting shall stand adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day and at such time and place in the city or town in which the office of the company is for the time being situate, as the Board may determine, and if at such adjourned meeting a quorum is not present at the expiration of half an hour the time appointed for holding the meeting, the members shall be a quorum, and may transact the business for which the meeting was called.

If quorum not present meeting to be dissolved or adjourned

84. The Chairman or in his absence the Vice-Chairman, if any, of the Board of Directors shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there be no such Chairman or Vice-Chairman of the Board of Directors, or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the Chair then the members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the Chair, then the members present shall elect one of their member to be Chairman.

Chairman of General Meeting

Business confined to election of chairman 85. No business shall be discussed at any General Meeting except the election of a Chairman, whilst the Chair is vacant.

Chairmen with consent may adjourn meeting 86. The Chairman with consent of the meeting may adjourn any meeting from time to time and from place to place in the city or town in which the Office of the Company is for the time being situate, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Question at General Meeting how decided 87. At any General Meeting a resolution put the vote of the meeting shall be decided on show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five members having the right to vote on the resolution and present in person or by proxy, or by the Chairman of the meeting or by any member or members holding not less than one-tenth of the total voting power in respect of the resolution or by any member or members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid-up which is not less than one-tenth of the total sum paid-up on all the shares conferring right, and unless a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands, been carried or carried unanimously, or by particular majority or lost, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

Chairman's casting vote 88. In the case of an equality of votes, the Chairman shall both on a show of hands and at a poll, if any, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

Poll to be taken, if demanded 89. If a poll is demanded as aforesaid the name shall subject to Article 91 be taken at such time (not later than forty-eight hours from the time when demand was made) and place in the city or town in which the Office of the Company is for the time being situate and either by open voting or by ballot, as the Chairman shall direct, and either at once or or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

90. Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinise the vote given on the poll and to report thereon to him. One of the scrutineers so appointed shall always be a member (not being an officer or employee of the Company) present at the meeting, provided such a member is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a scrutineer from office and fill vacancies in the office of scrutineer arising from such removal or from any other cause.

Scrutineers
at poll

91. Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment shall be taken at the meeting forthwith.

In what case poll
taken without
adjournment

92. The demand for a poll except on the questions of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

Demand for poll
not to prevent
transaction of
other business

VOTES OF MEMBERS

93. No member shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has, or has exercised, any right of lien.

Members in
arrears not to
vote

94. Subject to the provisions of these Articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company, every member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and vote as such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the right of every member present in person or by proxy shall be in proportion to his share of the paid-up Equity Share capital of the Company. Provided, however, if any Preference Shareholder be present at any meeting of the Company, save as provided in clause (b) of subsection (2) of Section 87 of the Act, he shall have a right to vote only on resolutions placed before the meeting which directly affect the rights attached to his Preference Shares.

Number of votes
to which member
entitled

Casting of votes by a member entitled to more than one vote
entitled to more than one vote
one vote

95. On a poll taken at meeting of the Company a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

How members non compos mentis and minor may vote

96. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian; and any such committee or guardian may, on a poll vote by proxy; if any member be a minor the vote in respect of his share or shares shall be by his guardian, or any one of his guardians, if more than one, to be selected in case dispute by the Chairman of the meeting.

Votes of joint-members

97. If there be joint registered holders of any shares, any one of such persons may vote at any meeting or may appoint another person (whether a member or not) as his proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the meeting and, if more than one of such joint-holders be present at any meeting, that one of the said persons so present whose name stands higher on the Register shall alone be entitled to speak and vote in respect of such shares, but the other of the joint-holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased member in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof.

Voting in person or by proxy

98. Subject to the provisions of these Articles votes may be given either personally or by the proxy. A body corporate being a member may vote either by a proxy or by a representative duly authorised in accordance with Section 187 of the Act and such representative shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as the body could exercise if it were an individual member.

Votes in respect of shares of deceased and insolvent member

99. Any person entitled under Article 65 to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote shall satisfy the Directors of his right to transfer such shares and give such indemnity, if any, as the Directors may require or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

100. Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointer or his attorney, of if such appointer is a body corporate under the common seal of such corporation, or be signed by an officer or any attorney duly authorised by it, and any Committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meetings.
- Appointment of proxy
101. An Instrument of Proxy may appoint a proxy either for the purpose of a particular meeting specified in the Instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company, or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.
- Proxy either for specified meeting or for a period
102. A member present by proxy shall be entitled to vote only of a poll.
- Proxy to vote only on a poll
103. The Instrument appointing a proxy and a Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office not later than forty-eight hours before the time for holding the meeting at which the person named in the Instrument proposes to vote, and in default the Instrument of Proxy shall not be treated as valid. No Instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- Deposit of Instrument of Appointment
104. Every Instrument of Proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms set out in Schedule IX of the Act.
- Form of proxy
105. A vote given in accordance with the terms of an instrument of Proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the share in respect of which the vote given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the Office before the meeting.
- Validity of votes given by proxy notwithstanding death of member
106. No objection shall be made to the validity of any vote, except at any meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.
- Time for objections of votes

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

107. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

Minutes of General Meeting and inspection thereof by members

108. (a) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.

(b) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.

(c) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(d) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(e) All appointment of Officers made at any meeting aforesaid shall be included in the minutes of the meeting.

(f) Nothing herein contained require or be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.

(g) Any such minutes shall be evidence of the proceedings recorded therein.

(h) The book containing the minutes of proceedings of General Meetings shall be kept at the Office of the Company and shall be open during business hours, for such periods not being less in the aggregate than two hours in each day as the Directors determine, to the inspection of any member without charge.

DIRECTORS

109. Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 252 of the Act, the number of Directors (excluding Debenture and Alternate Directors) shall not be less than three nor more than fifteen. The first Directors of the Company shall be :

Number of
Directors

1. RAJINDAR KUMAR MITTAL
2. RAM NIWAS CHAUDHARY
3. SUSHIL KUMAR KAJARIA
4. VIRENDER KUMAR MITAL

110. Whenever Directors enter into a contract with any Government (Central, State or Local), any bank or financial institution or any person or persons (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever, the Directors shall have, subject to the provisions of Section 255 of the Act, the power to agree that such appointer shall have the right to appoint or nominate by notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification shares. The Directors may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or others in his or their place and also fill in any vacancy, which may occur as a result of any such Directors ceasing to hold that office for any reason whatever. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the right and privileges exercised and enjoyed by the Directors of the company including payment of remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with the appointer.

Power to
appoint
ex-officio
Directors

111. If it is provided by the Trust Deed, securing or otherwise, in connection with any issue of debentures of the Company, that any person or persons shall have power to nominate a Director of the Company, then in case of any and every such issue of debentures, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as "the Debenture Director". A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be required to hold any qualification shares.

Debenture
Directors

Appointment of
Alternate
Directors

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

Directors'
Power to add to
the Board

113. Subject to the provisions of Section 260 and 264 of the Act the Board shall have power at any time and from time to time to appoint any other qualified persons to be an additional Director, but so that the total number of Directors shall not at any time exceed the maximum fixed under Article 109. Any such additional Director shall hold office only upto the date of the next Annual General Meeting.

Directors'
power to fill
casual vacancies

114. Subject to the provisions of Section 262 and 264 of the Act the Board shall have power at any time and from time to time to appoint any other qualified person to be a Director to fill a casual vacancy. Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.

Qualification of
Directors

115. A Director shall not be required to hold any share qualification.

Remuneration of
Directors

116. Until otherwise determined by the Company in Genral Meeting, each Director other than the Managing Director shall be entitled to receive out of the funds of the Company for his services in attending meetings of the Board or Committee thereof a fee not exceeding Rs.250/-. If any Director be called upon to perform extra services or make special exertions or efforts (which expression shall include work done by a Director as a member of any Committee of the Board), the Board may arrange with such Director for special remuneration for such services or exertions or efforts either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided.

117. The Board may allow and pay to any Director, who is not a bonafide resident of the place where the meetings of the Board are ordinarily held and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for travelling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified; and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be re-paid and reimbursed any travelling or other expenses incurred in connection with business of the Company.

Travelling expenses incurred by Director not a bona fide resident or by Director going out on Company's business

118. The continuing Directors may act notwithstanding any vacancy in their body but if, and so long as their number is reduced below the minimum number fixed by Article 109 hereof the continuing Directors not being less than two may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting but for no other purpose.

Directors may act notwithstanding any vacancy

119. Subject to Section 283 (2) and 314 of the Act the office of a Director shall become vacant if:-

When office of Directors to become vacant

- (a) he is found to be of unsound mind by a Court of competent jurisdiction; or
- (b) he applies to be adjudicated an insolvent; or
- (c) he is adjudged an insolvent; or
- (d) he fails to pay any call made on him in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the date fixed for the payment of such call unless the Central Government has by notification in the Official Gazette removed the disqualification incurred by such failure; or
- (e) he absents himself from three consecutive meetings of the Directors or a continuous period of three months, whichever is longer, without leave of absence from the Board; or
- (f) he becomes disqualified by an order of the Court under Section 203 of the Act; or

(g) he is removed in pursuance of Section 284 of the Act; or

(h) he resigns his office by a notice in writing addressed to the Company.

Director may
contact with
Company

120. Subject to the provisions of Section 297 of the Act no Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him as provided by the Act.

Disclosure of
Interest

121. A Director of the company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in section 299(2) of the Act; provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into or to be entered into with any other company where any of the Directors of the Company or two or more of them together holds or hold not more than two percent of the paid up share capital in any such other company.

General Notice
of Interest

122. A General Notice given to the Board by the Director, to the effect that he is a director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such General Notice shall expire at the end of the financial year in which it is given but may be renewed for a further period of one financial year at a time by a fresh notice given in the last month of the financial year in which it would have otherwise expired. No such General Notice, and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

123. No Director shall as a Director, take any part in the discussion of, or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, shall be void; provided however, that nothing herein contained shall apply to:-

Interested
Directors not
to participate or
vote in Board's
proceedings

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

(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely;

(i) in his being

(a) a director of such company, and

(b) the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a director thereof, he having been nominated as such director by the company, or

(ii) in his being a member holding not more than two percent of its paid-up share capital.

124. The Company shall keep a Register in accordance with Section 301(1) of the Act and shall within the time specified in Section 301(2) of the Act enter therein such of the particulars as may be relevant having regard to the application thereto of Section 297 or Section 299 of the Act as the case may be. The Register aforesaid shall also specify, in relation to each Director of the Company the names of the bodies corporate and firms of which notice has been given by him under Article 121. The Register shall be kept in the Office of the Company and shall be open to inspection at such office, and extracts may be taken therefrom and copies thereof may be required by any member of the company to the

Register of
Contracts in
Which Directors
are Interested

same extent, in the same manner, and on payment of the same fee as in case of the same Register of Members of the Company and the provisions of Section 163 of the Act shall apply accordingly.

Directors may be
directors of
companies
promoted by the
Company

125. A Director may be or become a director of any company promoted by the Company or in which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as a director or shareholder of such company except in so far as Section 309(6) or Section 314 of the Act may be applicable.

Retirement and
rotation of
Directors

126. At every Annual General Meeting of the Company, one-third of such Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. The Debenture Directors, or the appointed or nominee directors, by the appointer as per the provision of Article 110 if any, shall not be subject to retirement under this clause and shall not be taken into account in determining the rotation of retirement or the number of Directors to retire.

Ascertainment of
Directors
retiring by
rotation and
filling of

127. Subject to Section 256(2) of the Act the Directors to retire by rotation under Article 126 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire, shall, in default of and subject to any agreement among themselves, be determined by lot.

Eligibility for
re-election

128. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

Company to
appoint
successors

129. Subject to Section 225 of the Act the Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto.

Provision in
default of
appointment

130. (a) If the place of 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 public holiday, till the next succeeding day which is not a public holiday, at the same time and place.

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

- (i) at that meeting or at the previous meeting resolution for the re-appointment of such Director has been put to the meeting and lost;
- (ii) the retiring Director has, by notice in writing addressed to the Company or its Board, expressed his unwillingness to be so re-appointed;
- (iii) he is not qualified or is disqualified for appointment;
- (iv) a resolution, whether special or ordinary, is required for the appointment or re-appointment by virtue of any provisions of the Act; or
- (v) the proviso to sub-section(2) of Section 263 of the Act is applicable to the case.

131. Subject to Section 259 of the Act the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may (subject to the provisions of Section 284 of the Act) remove any Director before the expiration of his period of office and appoint another qualified person in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

Company may
increase or re-
duce the number
of Directors

132. (a) No person not being a retiring Director, shall be eligible for appointment to the office of Director at any General Meeting unless he or some member intending to propose him has, not less than fourteen days before the meeting, left at the Office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office.

Notice of
candidate for
office of
Directors except in
certain cases

(b) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the Office of the Company a notice under Section 257 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and

file with the Company, the consent in writing to act as a Director if appointed.

(c) A person other than Director re-appointed after retirement by rotation immediately on the expiry of his term office, or an Additional or Alternate Director, or a person filling a casual vacancy in the office of a Director under Section 262 of the Act, appointed as a Director or re-appointed as an Additional or Alternate Director, immediately on the expiry of his term of office, shall not act as a Director of the Company, unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.

Register of
Directors etc.
and notification
of change to

133. (a) The Company shall keep at its Office a Register containing the particulars of its Directors, Managers, Secretaries, and other persons mentioned in Section 303 of the Act, and shall otherwise comply with the provisions of the said Sections in all respects.

Register of
shares or
debentures held
by Directors

(b) The Company shall in respect of each of its Directors also keep at its Office a Register, as required by Section 307 of the Act, and shall otherwise duly comply with the provisions of the said Sections in all respects.

Disclosure by
Director of
appointment to
any other body
corporate

134. (a) Every Director (including a person deemed to be a Director by virtue of the Explanation to sub-section (1) of Section 303 of the Act), Managing Director, Manager, or a Secretary of the Company shall within twenty-one days of his appointment to any of the above offices in any other body corporate, disclose to the Company the particulars relating to his office in the other body corporate which are required to be specified under sub-section (1) of Section 303 of the Act.

Disclosure by a
Director of his
holding of shares
and debentures of
the Company etc.

(b) Every Director and every person deemed to be a Director of the Company by virtue of sub-section (10) of Section 307 of the Act, shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section.

MANAGING DIRECTOR

Board may
appoint
Managing
Director or
Managing
Directors

135. Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its member as Managing Director or Managing Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit.

136. Within the scope of the powers conferred upon him as a managing Director by the Act, these Articles and such policies as may be established from time to time by the Board consistent with these Articles, the Managing Director shall be responsible for the day-to-day operation of the Company and the Managing Director shall devote his full time and energy to the sound management and orderly growth of the Company. The Managing Director shall, pursuant to the provisions of the Articles of Association of the Company, be entrusted with such powers as the Board of Directors may think fit. The Joint Managing Director shall act as a managing director during the absence of the Managing Director for a period of four (4) weeks or longer and may be entrusted with and given such additional powers as the Board of Directors may think fit.

Restriction on
Management

136(A) Each of the Managing Director and the Joint Managing Director (either acting as a managing director or acting within his own power entrusted and given to him as aforesaid) shall consult with the other, if he is present, in advance as to any action he proposes to take in connection with any of the following matters.

- (a) Adoption of and amendment to rules and regulations to implement the provisions of the Articles of Association of the Company;
- (b) Employment, appointment, transfer, discharge and remuneration policy (in respect of employees drawing more than Rs.4,000 as a basic pay per month or such other limit as the Board may from time to time decide).
- (c) Establishment, amendment and discontinuance of work rules and regulations.
- (d) Adopting, changing and abandoning a major research and development program;
- (e) Entering into, amending and terminating contracts (including signing any and all relevant documents), except for contracts which are made in the ordinary course of the business of the Company.
- (f) Determining and changing the manufacturing and marketing plan of the products of the Company including without limitation the quantity of the products to be marketed, and the price thereof, and

Adopting or changing the general policy of the Company including, by way of example only, adoption or change of the annual or semi-annual budget relating to sales and operating expenses, and the operation and management plan of the Company.

In case where the Managing Director and the Joint Managing Director fail to agree on any such proposed action, they refer the matter to the meeting of the Board of Directors and the Board of Directors shall decide whether or not such action should be taken.

(B) The Board may, in addition to the forgoing but subject to the provisions of the Act and these Articles, confer such powers on the Managing Director or the Joint Managing Director, either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Board in that regard; provided, however, that the Board shall not entrust to confer upon the Managing Director or the Joint Managing Director, and neither of them shall have or be entitled to exercise, the power(a) to make calls upon the members of the Company in respect of moneys unpaid on the shares held by them (b) to borrow any sum or sums of money for the purposes of the Company or to make loans out of the funds of the Company, or(c) to invest any of the moneys of the Company except within such limits as may from time to time be previously fixed by the Board.

Special position
of Managing
Director

137. Subject to the provisions of the Act and these Articles, neither the Managing Director nor the Joint Managing Director shall, while he continues to hold that office, be subject to retirement by rotation but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to be a Managing Director or a Joint Managing Director if he ceases to hold the office of Director from any cause.

PROCEEDINGS OF THE BOARD OF DIRECTORS

Meetings of
Directors

138. The Directors may meet together as a Board for the conduct of business from time to time, and shall so meet at least once in every three months and at least four such meeting shall be held in every year. The Directors may adjourn and otherwise regulate their meetings as they think fit.

Notice of
Meetings

139. At least five days prior notice of every meeting of the Board shall be given in writing to every Director for

the time being in India and at his usual address in India to every other Director and in addition, to every Director resident outside India, written notice shall be at his usual address outside India provided that the Chairman of the Board shall have the power to convene a meeting on shorter notice. Notice may be given by telegram, cable, telex or other means of communication to any Director who is not in India and the same shall be confirmed by a Notice sent by the registered air mail.

140. Subject to Section 287 of the Act, the quorum for a meeting of the Board shall be one-third of its total strength (excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one), or two Directors, whichever is higher, provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength the number of the remaining Directors, that is to say, the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. Provided further that no quorum shall be deemed to be constituted at any meeting unless at least one Director appointed by the appointer under Article 110 or his Alternate Director, or a Director designated by appointers is present at such meeting.

Quorum

141. If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned to such other date and time, if any, as may be fixed by the Chairman not being later than seven days from the date originally fixed for the meeting.

Adjournment of
meeting for
want of
quorum

142. The secretary shall, as and when directed by the Directors to do so convene a meeting of the Board by giving a notice in writing to every other Director.

When meeting
to be convened

143. The Board may set a convention either as the result of the possible contract entered into in accordance with article 110 or may elect from amongst themselves the chairman and vice-chairman for a specified period.

Chairman

144. Questions arising at any Board of Directors shall be decided by a majority of the votes and in case of an equality of the votes, the Chairman shall have a second or casting vote.

Questions at
Board Meetings
how decided

145. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any

Powers of
Board Meeting

of the authorities, powers and discretions which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board generally.

Directors may
appoint
Committee

146. Subject to the restrictions contained in Section 292 of the Act, the Board may delegate any of their powers to Committees of the Board consisting of such number or numbers of its body as it thinks fit, and it may from time to time revoke and discharge any such Committee of the Board either wholly or in part and either as to persons or purposes, but every Committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

Meeting of
Committee, how
to be governed

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

Resolution by
circulation

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

Acts of Board
or Committee
not valid
notwithstanding
informal
appointment

149. All acts done by the meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been appointed, and was qualified to be a Director and had not vacated his office or

his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to acts done by Director after his appointment has been shown to the Company to be invalid or to have terminated.

150. (a) The Company shall cause minutes of all proceedings of every meeting of the Board and Committee thereof to be kept by making within thirty days of the conclusion of every such meeting entries thereof in books kept for that purpose with their pages consecutively numbered.

Minutes of
proceedings of
meetings of
the Board

(b) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

(c) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(d) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(e) All appointments of Officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.

(f) The minutes shall also contain:-

(i) the names of the Directors present at the meeting; and

(ii) in case of each resolution passed at the meeting, the names of Directors, if any dissenting from, or not concurring in the resolution

(g) Nothing contained in sub-clauses (a) to (f) shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the meeting:-

(i) is, or could reasonably be regarded as defamatory of any person;

(ii) is irrelevant or immaterial to the proceedings; or

(iii) is detrimental to the interests of the Company.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this sub-clause.

(h) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

Powers of
Directors

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

(a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking, of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole, of any such undertaking;

(b) remit, or give time for the repayment of, any debt due by a Director;

(c) invest otherwise than in trust securities the amount of compensation received by the company in respect of the compulsory acquisition of any such undertaking as is referred to in clause (a), or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;

Certain powers
of the Board

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

- (a) to pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;
- (b) to pay and charge to the capital account of the Company any commission or interest lawfully payable thereout under the provisions of Section 76 and 208 of the Act;
- (c) subject to Sections 292, 297 and 360 of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
- (d) at their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, mortgages, or other securities of the Company, and any such shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon; and any such bonds, debentures, mortgages or other securities may be either specially charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
- (e) to secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit;
- (f) to accept from any member as far may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;
- (g) to appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purposes; and to execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;

- (h) to institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company or its Officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts, due and of any claim or demands by or against the Company and to refer any differences to arbitration and observe and perform any awards made thereon;
- (i) to act on behalf of the Company in all matters relating to bankrupts and insolvents;
- (j) to make and give receipts, releases, and other discharges for monies payable to the Company and for the claims and demands of the Company;
- (k) subject to the provisions of Sections 292, 295, 369, 370 and 372 of the Act, to invest and deal with any monies of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company), or without security and in such manner as they may think fit, and from time to time to vary or realise such investments; save as provided in Section 49 of the act, all investments shall be made and held in the Company's own name;
- (l) to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgages may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon
- (m) to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose;
- (n) to distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company, and to give to any Officer or other employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expense of the Company;

- (o) to provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls, or by grants of money, pensions, gratuities, bonus or other payments, or by creating, and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise;
- (p) before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to a Depreciation Fund, or to an Insurance Fund, or as a Reserve Fund or Sinking Fund or any special fund to meet contingencies or the repay debentures or debenture-stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause), as the Board may, in their absolute discretion, think conducive to the interest of the Company and subject to Section 292 of the Act to invest the several sums so set aside or so much thereof as require to be invested, upon such investments (other than shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof, may be matters to or upon which the capital monies of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund or to another Reserve Fund or to another Reserve Fund or division of a Reserve Fund and with full powers to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase of or repayment of debentures or de-

benture-stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, not exceeding nine percent per annum;

- (q) to appoint, and at their discretion remove or suspend such General Managers, Managers, Secretaries, Assistants, Supervisors, Clerks, Agents and Servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments or remunerations, and to such amount as they may think fit, and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit; and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause;
- (r) to comply with the requirements of any local law, which in their opinion, it shall, in the interests of the Company, be necessary or expedient to comply with;
- (s) from time to time and at any time, to establish any Local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such Local Boards, and to fix their remuneration;
- (t) subject to Section 292 of the Act, from time to time, and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or make loans or borrow monies, and to authorise the members for the time being of any of such Local Board, or any of them to fill up any vacancies therein, and to do notwithstanding vacancies, and any such appointment or delegation may be made on such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation;
- (u) at any time and from time to time by Power of Attorney under the seal of the Company, to appoint any person or persons to be the Attorney or

Attorneys of the Company, for such purposes and with such powers, authorities and discretions, (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorities by the Board the power to make loans monies) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the members of any Local Board, established as aforesaid or in favour of any company, or the shareholders, directors, nominees, or managers of any company or firm or other wise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegates or Attorneys as aforesaid to subdelegate all or any of the powers authorities and discretions for the time being vested in them

- (v) subject to Sections 294, 294-A, 294-AA and 297 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;
- (w) from time to time to make, vary and repeal byelaws for the regulation of the business of the Company, its Officers and Servants.

THE SECRETARY

153. The Directors may from time to time appoint, and at their discretion, remove any individual, firm or body corporate (hereinafter called "the Secretary") to perform any functions, which by the Act are to be performed by the Secretary, and to execute any other purely ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company.

Secretary

SEAL

The Seal, its
custody and use

154. (b) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.

(b) The Company shall also be at liberty to have an official Seal in accordance with Section 50 of the Act, for use in any territory, district or place outside India.

Deeds how executed

155. Every Deed or other instrument, to which the Seal of the Company is required to be affixed, shall unless the same is executed by a duly constituted attorney, be signed by two Directors or one Director and Secretary or some other person appointed by the Board for the purpose, provided that in respect of share certificate the Seal shall be affixed in accordance with the Article 19 (a).

DIVIDENDS

Division of
profits

156. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles and subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid-up or credited as paid-up on the shares held by them respectively.

The Company in
General Meeting
may declare a
dividend

157. The Company in General Meeting may declare dividends to be paid to members according to their respective rights, but no dividend shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

Dividend only to
be paid out of
profits

158. Subject to the provisions of Section 205 and 205-A of the Act (if applicable) no dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Section 205 and 205-A of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both provided that:-

- (a) if the Company has not provided for depreciation for any previous financial year or years it shall before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years;
- (b) if the Company has incurred any loss in any previous financial year or years the amount of loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for any financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of sub-section (2) of Section 205 of the Act or against both.

Provided further that, no dividend shall be declared or paid for any financial year out of the profits of the Company for that year arrived at after providing for depreciation as above, except after the transfer to the reserves of the Company of such percentage of its profits for that year as may be prescribed in accordance with Section 205 of the Act or such higher percentage of its profits as may be allowed in accordance with that Section.

159. The Board may, from time to time pay to the members such interim dividend as in their judgement the position of the Company.

Interim dividend

160. Where capital is paid in advance of calls, such capital may carry interest, but shall not in respect thereof confer a right to dividend or participate in profits.

Capital paid-up in advance at interest not to earn dividend

161. All dividends shall be apportioned and paid proportionately to the amount paid-up or credited as paid-up on the shares during which any portion or portions of the period in respect of which the dividend is paid-up; but if any share is issued on the terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

Dividends in proportion to amount paid-up

Retention of
dividends until
completion of
transfer under
Article 65

162. The Board may retain the dividends payable upon shares in respect of which any person is, under Article 65 entitled to become a member, or which any person under that Article is entitled to transfer, until such person shall become a member in respect of such shares, or shall duly transfer the same.

Dividend etc/
joint-holder

163. Any one of several persons who are registered as the joint-holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends or bonus or other monies payable in respect of such shares.

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

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

Transfer to
shares must be
registered

165. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Dividends how
remitted

166. Unless otherwise directed any dividend may be paid by cheque or warrant or by a payslip or receipt having the force of a cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint-holders to that one of them first named in the Register in respect of the joint-holdings. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for and cheque or warrant or payslip or receipt lost in transmission, or for any dividend list to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any payslip or receipt or the fraudulent recovery of the dividend by any other means.

Unclaimed
dividend

167. (a) If the Company has declared a dividend but which has not been paid or a dividend warrant in respect thereof has not been posted within 42 days from the date of declaration, to any shareholders entitled to the payment of the dividend the Company shall within 7 days from the date of the expiry of the said period of 42 days open a special account in that behalf in any scheduled bank called "The Unpaid Dividend Account of INDITALIA REFCO LIMITED".

(b) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 3 years from the date of such transfer shall be transferred by the Company to the General Revenue Account of the Central Government. A claim to any money so transferred to the General Revenue Account may be preferred to the Central Government by the shareholders to whom the money is due.

(c) No unclaimed dividend shall be forfeited till the claim thereto becomes barred by law.

169. Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the Company and the member, be set off against the calls.

Dividend and
call together

170. (a) The Company in General Meeting may resolve that any monies, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Reserve Account, or in the hands of the Company and available for dividend (or representing premium received on the issue of shares and standing to the credit of the Share Premium Account) be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture-stock of the Company which shall be distributed accordingly on in or towards payment of the uncalled liability on any issued shares or debentures or debenture-stock and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum, provided that a Share Premium Account and a Capital Redemption Reserve Account may, for the purpose of this Article, only be applied in the paying of any unissued shares to be issued to members of the Company as fully paid bonus shares.

Capitalisation

(b) A General Meeting may resolve that any surplus monies arising from the realisation of any capital assets of the Company, or any investments representing the same, or any other undistributed profits of the Company not subject to charge for income-tax be distributed among the members on the footing that they receive the same as capital.

(c) For the purpose of giving effect to any resolution under the preceding paragraphs of this Article, the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that such cash payments shall be made to any member upon the footing of the value so fixed or that fraction of less value than Rs.10 may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the person entitled to the dividend or capitalised funds as may seem expedient to the Board. Where requisite, a proper contract shall be delivered to the Registrar for registration in accordance with Section 75 of the Act and the Board may appoint any person to sign contract on behalf of the persons entitled to the dividend or capitalised fund, and such appointment shall be effective;

ACCOUNTS

Directors to
keep true
accounts

171. The Company shall keep at the Office or at such other place in India as the Board thinks fit proper Books of Account in accordance with Section 209 of the Act with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place;
- (b) all assets and purchases of goods by the Company;
- (c) the assets and liabilities of the Company.

Where the Board decides to keep all or any of the Books of Accounts at any place other than the Office of the Company, the Company shall within the seven days of the decision file with the Registrar a notice in writing giving the full address of the other place.

The Company shall preserve in good order the Books of Accounts relating to a period of not less than eight years preceding the current year, together with the vouchers relevant to any entry in such Books of Accounts.

Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper Books of Account, relating to the transaction effected at the branch office are kept at

the branch office and proper summarised returns, made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its Office or other place in India, at which the Company's Books of Accounts are kept as aforesaid.

The Books of Account shall give a true and fair view of the state of the affairs of the Company or a branch office, as the case may be, and explain its transactions. The Books of Accounts and other books and papers shall be open to inspection by any Director during business hours.

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

As to inspection
of accounts or
books by
members

173. The Directors shall from time to time, in accordance with the Sections 210, 211, 212, 215, 216 and 217 of the Act cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profit and Loss Accounts and Reports as are required by these Sections.

Statement of
Accounts to be
furnished to
General Meeting

174. A copy of every such Profit and Loss Account and Balance Sheet (including the Auditors' Report and every other document required by law to be annexed or attached to the Balance Sheet), shall at least twenty one days before the meeting at which the same are to be laid before the members, be sent to the members of the Company; to the holders of debentures issued by the Company (not being debentures which ex-facie are payable to the bearer thereof), to trustees for the holders of such debentures and to all persons entitled to receive notice of General Meeting of the Company.

Copies shall be
sent to each
member

AUDIT

175. Auditors shall be appointed and their rights and duties regulated in accordance with Sections 224 to 233 of the Act.

Accounts to
be audited

176. The First Auditor or Auditors of the Company shall be appointed by the Board within one month of the date of registration of the Company and the auditor or Auditors so appointed shall hold office until the conclusion of the

First Auditor
or Auditors

First Annual General Meeting provided that the Company may, at a General Meeting, remove any such Auditor or all such Auditors and appoint in his or their place any other person or persons who have been nominated for appointment by any member of the Company and of whose nomination notice has been given to the members of the Company not less than fourteen days before the date of the meeting provided further that if the Board fails to exercise its powers under this Article, the Company in General Meeting may appoint the First Auditor or Auditors.

DOCUMENTS AND NOTICES

Service of
documents or
notices on
members by
Company

177. (a) A document or notice may be served or given by the Company on any member either personally or by sending it by the post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him.

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

By advertisement

178. A document or notice advertised in a newspaper circulating in the neighbourhood of the Office shall be deemed to be duly served or sent on the day on which the advertisement appears on or to every member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him.

On joint-holders

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

180. A document or notice may be served or given by the Company or to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post as a pre-paid letter addressed to them by name or by the title or representative of the deceased, or assigned of the insolvent or by any like description, at the address, if any, in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document of notice if any matter in which the same might have been given if the death or insolvency had not occurred.

On personal
representatives
etc.

181. Documents or notices of every General Meeting shall be served or given in some manner hereinbefore authorised on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a member, and (c) the Auditor or Auditors for the time being of the Company.

To whom
documents or
notices must
be served
or given

182. Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such share, which previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title up such shares.

Members bound
by documents or
notices served
on or given to
previous
holders

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

Document or
notice by
Company and
signature thereto

184. All documents or notices to be served or given by members on or to the Company or any Officer thereof shall be served or given by sending it to the Company or Officer at the Office by post under a certificate of posting or by registered post, or by leaving it at the Office.

Service of
document or
notice by
member

WINDING-UP

185. The Liquidator on any winding-up (whether voluntary, under supervision or compulsory) may, with the sanction of a Special Resolution, but subject to the rights attached to any Preference Share capital, divide among the contributories in specie any part of the assets of the Company and may with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction shall think fit.

Liquidator may
divide assets in
specie

INDEMNITY AND RESPONSIBILITY

Directors and
others right
of indemnity

186. Every Officer or Agent for the time being of the Company shall be indemnified out of the assets of the Company against all liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court.

SECRECY CLAUSE

Secrecy
clause

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

(b) No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or 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 other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

We, the several persons whose names, addresses and descriptions are hereunder subscribed below, are desirous of being formed into a Company in pursuance of these ARTICLES OF ASSOCIATION and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

Name, address, description and occupation of each subscriber	Number of Equity Shares taken by each subscriber	Signature of subscriber	Signature of witness and his name, address, description and occupation
RAJINDAR KUMAR MITTAL S/o. Mr. H.C. MITAL 7-8B, West View, Bldg. No. 1, S.V. Road, Santacruz (West), BOMBAY - 400 054. ---BUSINESS.	10 (Ten)	Sd/-	Sd/- PIYUSH R. SHAH S/o RASIKLAL NANALAL SHAH 3/609, Navjivan Society, Lamington Road, Bombay-400 006. ---CHARTERED ACCOUNTANT.
MRS. PADMA R. METAL W/o. MR. R. K. MITTAL 7-8B, West View, Bldg. No. 1, S.V. Road, Santacruz (West), BOMBAY - 400 054. ---BUSINESS.	10 (Ten)	Sd/-	
MISS SUJATA R. MITAL D/o. MR. R. K. MITTAL 7-8B, West View, Bldg. No. 1, S.V. Road, Santacruz (West), BOMBAY - 400 054. ---BUSINESS.	10 (Ten)	Sd/-	
RAM NIWAS CHAUDHARY S/o. LATE SHER SINGH CHAUDHARY 17, Camac Street, Calcutta - 700 017. ---BUSINESS.	10 (Ten)	Sd/-	

continued on next page.....

We, the several persons whose names, addresses and descriptions are hereunder subscribed below, are desirous of being formed into a Company in pursuance of these ARTICLES OF ASSOCIATION and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

Name, address, description and occupation of each subscriber	Number of Equity Shares taken by each subscriber	Signature of subscriber	Signature of witness and his name, address, description and occupation
SUSHIL KUMAR KAJARIA S/o. LATE RAMKRISHAN KAJARIA 80/B, Jatindra Mohan Avenue, Calcutta - 700 005. ---BUSINESS.	10 (Ten)	Sd/-	Sd/- PIYUSH R. SHAH S/o RASIKLAL NANALAL SHAH 3/609, Navjivan Society, Lamington Road, BOMBAY - 400 008. ---CHARTERED ACCOUNTANT.
SUBHAS CHANDRA AGARWALA S/o. TARACHAND AGARWALA, 10, Burdwan Road, Calcutta. ---BUSINESS.	10 (Ten)	Sd/-	
VIRENDER KUMAR MITAL S/o. SHRI H. C. MITAL 6, Sunny Park, Calcutta - 700 019. ---BUSINESS.	10 (Ten)	Sd/-	
TOTAL	70 (Seventy) Equity Shares		

Dated at Bombay this 20th day of March, 1986.