

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
PHOTON CAPITAL ADVISORS LIMITED**



GOVERNMENT OF INDIA – MINISTRY OF CORPORATIVE AFFAIRS  
Registrar of Companies, Andhra Pradesh

Fresh Certificate of Incorporation Consequent upon change of Name  
Corporate Identity Number : L65910AP1983PLC004368

In the matter of M/s HIFCO MARWEL LIMITED

I hereby certify that HIFCO MARWEL LIMITED which was originally incorporated on Thirty First day of December Nineteen Hundred Eighty Three under the Companies Act, 1956 (No. 1 of 1956) as HIFCO LEASING LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R. 507 (E) dated 24/06/1985 vide SRN A24615809 dated 06/11/2007 the name of the said company is this day changed to PHOTON CAPITAL ADVISORS LIMITED and this Certificate is issued pursuant to Section 23 (1) of the said Act.

Given under my hand at Hyderabad this Sixth day of November Two Thousand Seven.

SEAL

Sd/-  
(SHASHI RAJDARA)

Assistant Registrar of Companies  
Andhra Pradesh

Mailing Address as per record available in Registrar of Companies Office:

PHOTON CAPITAL ADVISORS LIMITED  
108, Nirmal Towers, Dwarkapuri Colony, Punjagutta  
Hyderabad – 500 082  
Andhra Pradesh, INDIA



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

**Company Number 4386**

**IN THE MATTER OF HIFCO FINANCE LIMITED**

I hereby certify that HIFCO FINANCE LIMITED which was originally incorporated on 31st day of December, 83 under the Companies Act, and under the name HIFCO LEASING LIMITED having duly passed the necessary resolution in terms of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs, Office of Registrar of Companies, Andhra Pradesh, Hyderabad. Letter No. RAP/STA/4368/Sec. 21/89 dated 19th day of June, 1989, the name of the said company is this day changed to HIFCO MARWEL LIMITED and this certificate is issued pursuant to section 23 (1) of the said Act.

Given under my hand at HYDERABAD this 19th day of June (One thousand nine hundred and eighty nine.)

SEAL

Sd/-

**R. Vasudevan**  
Registrar of Companies  
Andhra Pradesh



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

**Company Number 4368**

**In the Office of the Registrar of Companies, Andhra Pradesh, Hyderabad  
[Under the Companies Act, 1956 (1 of 1956)]  
IN THE MATTER OF HIFCO LEASING LIMITED**

I hereby certify that HIFCO LEASING LIMITED which was originally incorporated on 31st day of December, 1983 under the Companies Act, and under the name HIFCO LEASING LIMITED having duly passed the necessary resolution in terms of Section 21 of Companies Act, 1956 and the Approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs, Office of the Registrar of Companies, Andhra Pradesh, Hyderabad Letter No. 4368/STA/21/86 dated 19th day of May, 1987, the name of the said company is this day changed to HIFCO FINANCE LIMITED and this certificate is issued pursuant to section 23 (1) of the said Act.

Given under my hand at HYDERABAD this 20th day of May 1987  
(One thousand nine hundred and eighty seven)

SEAL

Sd/-  
(R.K. Bhatta Charjee)  
Registrar of Companies  
Andhra Pradesh

Co. No. 4368



## Certificate for Commencement of Business

Pursuant of Section 149 (3) of the Companies Act, 1956

I hereby certify that HIFCO LEASING LIMITED .....

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which was incorporated under the Companies Act, 1956, on the 31<sup>st</sup> day of December 1983, and which has this day filed a duly verified declaration in this prescribed form that the condition of section 149 (1) (a) to (d) 149 (2) [a] to [c] the said Act, have been complied with is entitled to commence business.

Given under my hand at Hyderabad.....  
this.....27th.....day of .....February.....One thousand  
nine hundred and Eighty Four

(8th Phalguna 1905 Saka)

SEAL

Sd/-  
(V.S. RAJU)  
Registrar of Companies



**Form I. R.**

# **CERTIFICATE OF INCORPORATION**

**No. 4368 of 1983-84**

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

Given under my hand at HYDERABAD this 31st day of DECEMBER  
One thousand nine hundred and eighty three.

(10th Agrahayana, 1905 Saka)

**SEAL**

**J.S.C.-1**

**Sd/-  
Registrar of Companies  
Andhra Pradesh**

UNDER THE COMPANIES ACT, 1956  
1 OF 1956

COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION  
OF  
PHOTON CAPITAL ADVISORS LIMITED**

- I. The name of the Company is **PHOTON CAPITAL ADVISORS LIMITED**.
- II. The registered office of the Company will be situated in the State of Andhra Pradesh.
- III. The objects for which the Company is established are:-

**A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

- \*1.A To carry on the business of acting as advisors or consultants on management advisory services and investment advisory services relating to all kinds of securities and assets and to perform any other kind of role as an intermediary or advisor in the financial investment planning and online financial information relating to dealing in derivatives, securities and other related activities on all kinds of exchanges in India and abroad.
- \*1.B To carry on the business of manufacture, sell, deal, export and import in all types of chemicals drugs, formulations, pharmaceuticals, pesticides and dyestuffs and other intermediaries.
- \*1.C To carry on the business of manufacturing drugs on loan license basis and intermediate compounds.
- \*1.D To carry on the business as advisors or consultants in the field of all kinds of securities, derivatives, currencies as broker, sub-broker, dealer, trader, market maker, agent or in other capacity and also deal with services relating to currency trading, electronic transfer of funds, foreign currency exchange services, on-line real-time currency trading, facilitating transfer of electronic cash equivalent units having specified cash value, currency swaps and also to have membership or registration with one or more related exchanges for providing the services.

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\* Altered vide special resolution passed in the 38<sup>th</sup> Annual General Meeting held on 29.09.2023

- \*1.E To promote, establish, undertake, set-up, manage, maintain, operate or otherwise deal with software relating to platform or exchange for trading of all kinds of securities, metals, commodities, currencies and to develop technologies or software.

For Photon Capital Advisors Limited

*N. Gobharau* 1  
Director

- \*1.F To carry on business of providing solutions and consultancy on software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, software development including block chain technology, networks and satellite communications, protocols, system development, computer training in software, infrastructure for software development and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centres using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, data warehousing and database management, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas.
- \*1.G To engage in providing services in the areas of trade strategy and business development services including market research, analysis, strategy development, identification and evaluation of and development of value propositions with potential alliances, deal structuring, negotiations and compliances, preparation of reports on technical feasibility and economical viability of projects, financial viability, business activity monitoring for performance improvement and growth and other related services.
- \*1.H To carry on the business, by any means including with the advanced techniques of computer technology and to develop providing online information for related business, processes and activities and providing information related to investment, deposit, economy growth and such related information.
- \*1.I To make evaluations, forecasts and surveys and to give expert advice and suggest ways and means for providing information related to various platforms in the media of all kinds in India and elsewhere in the world and improvement of business management, export management.

**B) THE OBJECT INCIDENTAL OR ANCILLARY TO ATTAINMENT OF THE MAIN OBJECTS ARE:**

- 2. To invest in and acquire and hold shares stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or else where and debentures, debentures stocks, bonds, obligations and securities, issued or guaranteed by any Government, State, dominion, sovereign, ruler, commissioner, public body or authority, supreme municipal, local or otherwise whether in India or elsewhere.

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\* Altered vide special resolution passed in the 38<sup>th</sup> Annual General Meeting held on 29.09.2023.

- 3. To acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities, by original subscription, participation in syndicates, tender, purchase, gift, exchange, or otherwise and to subscribe for the same, either conditionally or otherwise and to guarantee the subscription thereof and exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

For Photon Capital Advisors Limited

N. Sahasrini 2  
Director



4. To borrow or raise money in such manner as the company, shall think fit and in particular by issue of debentures (perpetual or otherwise or convertible or non-convertible and to secure the re-payment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the Company property (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or body corporate of any obligation undertaken by the Company or any other person or company, as the case may be, subject to the directives of the Reserve Bank of India.
5. To acquire or amalgamate with any other company whose objects include objects similar to those of this Company whether by sale or purchase (for full or partly paid up shares or otherwise) of the undertaking, subject to liabilities of this or any such other company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stocks of this or any such other company as aforesaid or by partnership or in any other manner.
6. To carry out and enter into all types of private contracts in connection with the Main Objects.
7. To enter into partnership or into any arrangements for sharing profits, union of interests, co-operation joint adventure, reciprocal concessions, or otherwise, with any person, firm or company carrying on or engaged in or about to carry on or engaged in any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company and to lend money to guarantee the contracts of or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, re-issue with or without guarantee or otherwise deal with same.
8. To enter into any agreement with any Government or authorities (municipal, local or otherwise) or any corporations, companies, or persons, which may seem conducive to the company's objects or any of them and to obtain from any such Government, authority corporation, company or person any contracts, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such contracts, rights, privilege and concessions.
9. To be interested in promote, and to undertake the formation and establishment of such institutions, business companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the Company and to carry on any other business (industrial, agricultural, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly to benefit the Company.
10. To obtain any act of Central or State legislature, provisional order license or autonomous body or authority for enabling the Company to carry out any of its objects into effect or for effecting any modification of the company's constitutions, for other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interest.
11. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and the issue of its capital including costs, charges, expenses of negotiations and contracts and arrangements, made prior to and in anticipation of the formation and incorporation of the Company.

For Photon Capital Advisors Limited

N. Sobharani  
Director

12. To remunerate (by cash or otherwise or in kind or by allotment of fully or partly paid share or shares credited as fully or partly paid up or in any other manner) any persons, firms, associations or companies for services rendered or to be rendered or in rendering technical aid and advice granting license or permission for the use of patents trade secrets, trade marks, processes and acting as trustees for debenture holders or debenture stock-holders of the Company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscription whether absolute or conditional for any shares, debenture, or debenture stock, or other securities of the Company or of any company promoted by this Company for services rendered in or about the formation or promotion for the Company or any company promoted by this Company or in introducing any property or business the Company or about the conduct of the business of the company for guaranteeing payment of such debenture stock or other securities and any interest thereon.
13. To procure the incorporation, registration, or other recognition of the Company in any country, State or place and to establish and regulate agencies for the purpose the Company's business and to apply or join in applying to any Parliament, Local, Government, Municipal or other authority or body, Indian, British, Colonial or foreign for any acts of Parliament laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or application of which may seem calculated directly to prejudice the Company's interest.
14. To open and keep a register or registers in any State in India or abroad wherever it may be deemed necessary and expedient so to do and to allocate any number of shares in the Company to such register or registers.
15. To undertake and execute any trusts, the undertaking where of may seem desirable, either gratuitously or otherwise.
16. To open account or accounts with any individual, firm or company or with any bank or banks and to pay into and to withdraw moneys from such account or accounts.
17. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such persons or the Company and particular to customers and others having dealing with the Company with or without security upon such terms as may be thought proper and to guarantee the performance of contracts by such person or company, but not to do the business of banking as defined in the Banking Regulation Act, 1949.
18. To incur debts and obligations for the conduct of any business of the company and to purchase or hire goods, materials, goods, material or machinery on credit or otherwise for any business or purpose of Company.
19. To make advances upon or for the purchase of materials, gods, machinery, stores and other articles required for the purpose of the company.
20. To receive money securities, valuables of all kinds on deposit or safe custody (not amounting to business of banking as defined under the banking Regulation Act, 1949) and to borrow or raise money, or to receive money on deposit at interest, or otherwise in such manner as the Company may think fit, for the purpose of financing the business of the Company and in particular by the issue or sale of any bonds mortgages, debentures or debenture stock or perpetual or other Company annuities; and in securities of any such money so borrowed raised, or received, to mortgage, or charge the whole or any part of the property, assets or revenue of the Company present or future, including, its uncalled capital assignment or otherwise, and to transfer of sale and other powers as may seem expedient and to purchase redeem, or pay off any such securities.

21. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertaking or property of the Company or any part thereof, whether movable for such consideration as the Company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of this Company.
22. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon, or otherwise deal with all or any part of the property rights and concessions of Company.
23. To distribute any of the property of the Company amongst the members specie or kind upon the winding up of the Company.
24. To create any depreciation fund, insurance fund, or any other special fund, whether for depreciation, or for repairing, improving, extending or maintaining any of the property of the Company, or for any other purpose conducive to the interest of the Company.
25. To purchase or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose of, and deal in real and personal property and rights of all kinds, and in particular lands, buildings, hereditaments business concerns and undertakings, debenture stocks, mortgages, debentures, produce, concessions, options contracts patents, annuities, license, stocks, shares, securities, bonds, policies, book debt and claims privileges and those in action of all kinds, including any interest in real or personal property, and any claims against such property or against any person or Company, and to carry on business concern or undertaking so acquired.
26. To acquire from time to time and to manufacture and deal in all such stock-in-trade, plant and machinery, goods, chattels, and effects as may be necessary or convenient for any business for the time being carried on by the Company.
27. To subscribe to become a member of subsidies and co-operate with any other association whether incorporated or not, whose objects are altogether or in part similar to those of the Company, and to procure from and communicate to any such association, such information as may be likely to forward the objects of the Company.
28. To build, construct, alter, enlarge, put down, replace, maintain improve, develop, work, control and or manage any building, office, factories, mills, ships, machinery, engines, water-works, gasworks, bridges, wharves, reservoirs, roads, tramways, railways, branches or siding electric power, heat and light, supply works, telephone works, hotels, clubs, restaurants, bars places of worship, places of amusement, pleasure round, parks, gardens, reading rooms, stores, shops, dairies and other works hotels, clubs, restaurants, bars, places of worship laces of amusement, pleasure ground, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences which the Company may think directly or indirectly conducive to its objects or which may advance the interest of the Company and to contribute or otherwise assist or take part in construction, maintenance, developments, working, control and management there of and to join with any other person or company in doing any of these thing.
29. To improve manage develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
30. To vest any real or personal property rights or interest acquired by or belonging to the Company in any person or company on behalf of or the benefit of the Company and with or without any declare trust in favour of the Company.

For Photon Capital Advisors Limited

N. Satharani 5  
Director

31. To apply for, purchase or otherwise acquire, protect, and renew in part of the world patents, licenses, concession, patent rights, trade marks, designs, and the like, conferring any exclusive or non-exclusive or limited rights to their use, any exclusive or non-exclusive or limited rights to their use, any secret or other information regarding any invention or research which may be seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, develop or grant license in respect thereof otherwise turn to account the rights or information so acquired and too expand money in experimenting upon testing or improving any such patents, rights or inventions.
32. To acquire and undertake the whole or any part of the business, property or liabilities of any person firm or body corporate, carrying on or proposing to carry on any business which the Company is authorized to carry on or proposing to carry on any business which the Company is authorized to carry on or having property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
33. To enter into any arrangements with any Government or any authority, supreme, municipal local or otherwise that may seem beneficial to any of the Company's objects and to apply for, promote and obtain any act parliament privilege, concession, license or authorization of the Government or any other authority, local or other wise for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such act, privilege, concession license or authorization.
34. To pay for any rights or property acquired by the Company and to remunerate any person, Company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or part or otherwise.
35. To establish and equip laboratories and carry on analytical, experimental and other work or undertaking and research in relation to the general objects of the Company.
36. To make into consideration and to approve and confirm and or carry out all acts' deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangement, agreement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation of the Company.
37. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations; gratuity pensions, allowances emoluments, bonuses, profit sharing bonuses, benefits or any other payment to any persons, who are or were at anytime in the employment or service of the Company or its successors in business or of any Company, which is a subsidiary of the Company or is allied to or associated with the company or with any such subsidiary, or who are or were at any time directors of the Company or any such other Company as aforesaid and the wives, widows, families, dependents or connection of any such persons and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidizing or contributing to any institution, association, funds, clubs, trusts profit sharing or other schemes and by building or contributing to any institution, association, funds, clubs, trusts profit sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places or institutions of recreation, hospitals and dispensaries, medical and other attendances, and to make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction such with any other company as aforesaid.

For Photon Capital Advisors Limited  
N. Sobharane  
Director



38. To aid pecuniary or otherwise any association, body or movement having for its objects the solution settlement or surmounting of industrial or labour problems or the promotion of industry or trade.
39. To subscribe or donate to or guarantee money for any national, philanthropic, charitable, benevolent, public, general or useful object, fund or organization, association or institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the Company or the interest of its members.
40. To make donations to such persons and in such cases and either of cash or other assets as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
41. To under take and execute any trusts either gratuitously or otherwise.
42. Subject to the provisions of the Gift Tax Act, 1958 and statutory amendments thereof the Company has power to make and receive gifts either in cash or other movable or immovable properties.
43. To carry on and transact every kind of guarantee business, and every kind of indemnity business including therein the granting of policies, guarantee to fidelity of individuals, filling or about to fill situations of trust of confidence and such other description of ordinary guarantee business as the Company may from time to time think fit to conduct.
44. To do all or any of the above things and all such things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, attorneys, agents, or otherwise and either alone or in conjunction with others and to establish offices, agencies, branches, for carrying any of the aforesaid objects in India or elsewhere in the world and to undertake the management of the Company or Companies having objects altogether or in part similar to those of the Company.

**C) THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:**

45. To carry on the business or manufacturing and compressing carbonic, acid gas, oxygen, acetylene, carbon dioxide, sulphuric acid and all other type of Gases and acids, ice, aerating machinery and parts thereof and the business and sellers of and dealers in all machinery chemicals and other material incidental to the manufacture of carbonic acid gas, oxygen, acetylene, ice, aerating machinery and parts thereof and to transact all preparing processes and mercantile business that may be necessary or expedient and to purchase and vend the raw materials and manufactured articles including gas cylinders.
46. To manufacture, buy, sell, let on 'hire, and deal in empty cylinders, stoves, engines and other apparatus and conveniences which may seem calculated directly or indirectly to promote the consumption of gas.
47. To manufacture, brew, distil, process, dehydrate, can, package, buy sell and deal in confectionary, dry and preserved fruits, juices, vegetable packing materials, Bread, flour, biscuits, baking materials, beer, wines, alcohol and molasses, vanaspathi, ghee, vegetable oils, processed food products, ice cream, candy milk and milk products, sweets and all other eatables and by-products including fish, prawns and other edible produce of the ware.
48. To engage in the business of engineering, contracting and construction, including the design manufacture, construction, erection, alteration, repair and installation of plants, buildings, structures, ways, works, systems and mechanical, electrical and electronic machinery, equipment, apparatus and devices, as covered by object clause.

For Photon Capital Advisors Limited

N. S. Sahasrani<sup>7</sup>

Director

49. To carry on the business of Manufactures, dealers, importers, exporters, buyers, sellers, merchants, contractors, brokers, commission agents and moulders of all kinds of plastic PVC Polypropelane, Polystyrene, plastisizers, polyethylene and polymers articles, goods and products of all kinds in the manufacture of which the above are used including shoes, pipes and tubes, fittings of all types, conducts and stabilizers.
50. To carry on the business of manufactures of all kinds of plastic machinery, apparatus equipment, utensils and any other articles for any purpose whatsoever and to manufacture, sell, supply and deal in such plastic machinery, apparatus, equipment and utensils of all kinds.
51. To search for, get, work, raise crush produce, refine, dress, manufacture, treat, purchase, sell, amalgamate manipulate, export import, or otherwise, deal in coal, coke, cinders coal tar, pitch esphatum, ammonia carb liquor, iron, stone, brick earth, brick and other metals, minerals and substances, and to manufacture and sell patent fuel and other products.
52. To carry on the business of manufactures of and dealers in Iron, Steel, Aluminum, Brass, Copper and copper alloy, bimetal leads, Silver, and all other ferrous and on-ferrous metal pipes seamless or otherwise, tubes, sheets, rods, squares, strips, plates, coils, condensers, seals, wires ingots, circles and other manufacturers, by products and parts in all other respective branches.
53. To carry on the business of manufacturers, processors, fabricators drawers rollers and rerollers of ferrous and non-ferrous metals, steels, bimetal products, copper and copper alloys, alloy steels, special and stainless steels, bars shaftings, squares form scrap, sponge iron pre-reduced pillars, billets, including manufacturing, processing and fabricating of pipes, utensil wires, nails, wire ropes, wire products, screws, expanded metal hings, plates, hoopess, angles and to manufacture any other engineering products, including hospital appliances, surgical instruments and to act as exporters and importers and dealers in all such and allied merchandise.
54. To carry on the business of water prooters and manufacturers of India-rubbers leather, imitation leather, cloth, plastic, oil cloth, linoleum, tarpaulins, hospital sheeting's and surgical bandages.
55. To carry on the business of a water-works company in all its branches and to sink wells and sharts and to make build, and construct, lay down and maintain dams, reservoirs, water works cisterns, culverts, filter, heads, mains and other pipes and appliances and to execute and do all other acts and things necessary or convenient for obtaining, storing, delivering, measuring, distributing and dealing in water.
56. To acquire, take over, promote, establish and carry on all or any of the business of seed crushers and manufactures of and dealers in groundnut, gingely, castor, cotton mowara linseed, rape and mustard cakes, oil extractors by crushing chemical or any other process cake and oil manufacturers oil refiners, scrap boilers manufacturers of floors, cloths and floors, covering of every description makers and manufacturers of cattle food and feeding and attending preparations of every description makers and manufacturers grain and seed merchants, oil merchants, flax cotton, groundnut, gingery, mowra and castor merchants.
57. To carry on business as proprietors and publishers of newspapers, journal magazines, books and other literary works and undertakings, in all languages whether on payment of royalty or not.

For Photon Capital Advisors Limited

N. Sobharani  
Director

58. To carry on the business of spinners, weavers, manufacturers, balers and press of jute, cuttings, jute rejections, Flax, Hemp and any other fibrous materials and the cultivation thereof and the business of buyers and sellers of and dealers in jute, jute cuttings, jute rejections and any other fibrous materials and to transact all manufacturing, curing and preparing process and mercantile business that may be necessary or expedient and to purchase and lend the raw materials and manufactured articles.
59. To purchase, manufacture, produce, refine, prepare import, export sell and to generally deal in sugar, sugar beets, sugar cane, molasses, syrups jaggery melade and all products or by-products thereof and foods products generally and in connection therewith to acquire, construct and operate sugar or other refineries buildings, mills, factories and other works.
60. To establish, acquire, maintain and carry on the business of growers, cultivators, producers, planters, blenders, buyers, sellers, exporters, importers of and dealers in tea and to acquire, by porches or otherwise Tea Estates Garden in the states of West Bengal, Assam and other States in India and also at places outside India.
61. To carry on the business of manufacture and dealers in paper of all kinds of Articles made from paper or (mechanical or wood) and materials used in the manufacture or treatment of paper including card board, card board boxes straw boards leather boards, mill boards, paste boards, pulp boards etc.
62. To carry on the business of manufacturers of dealers in electric, magnetic, galvanic and other apparatus, manufacturers of all kinds of electrical goods such as transformers, refrigerators, motors, fans, measuring instruments, insulations, domestic and industrial component and the power plants.
63. To establish, own erect, acquire, work and manage veneer mills, plywood factories and similar mills and factories and to peel, produce, manufacture and prepare for market, store, stock, buy, sell, export, import, distribute, deal in and carry on business veneers, veneer products, veneers for tea-chests, packing cases and commercial boards, decorative veneers, veneers for furniture and cabinet making and other purpose tea chests, commercial plywood, plywood for cabinet making, coach building, ship building, aeroplanes, partitions, paneling doors, windows and other construction purposes, decorative veneer boards, lamin boards, hard boards, ship boards, bent wood, moulded wood, and any other articles of like nature.
64. To carry on business as timber merchants, saw mill proprietors, and timber growers, and to buy, sell, grow, prepare of market manipulate import, export and deal in timber and wood of all are kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used, and to carry on business as general merchants and to buy, clear, plant and work timber estate.
65. To carry on the business of spinner, weavers and manufactures, of all cotton, wool, silk, flax, hemp, rayon, nylon and other fibrous materials and man made fibers and to transact all manufacturing curing preparing dying colouring and bleaching process and purchase and vend the raw materials and manufactured articles.
66. To carry on all or any of the following business namely cotton spinners and doublers, linen manufacturers, wool merchants wool combers, worsted spinner, woolen spinners, yard merchants, rayon's worsted stuff manufacturers, bleachers and dyers and makers of vitriol, bleaching and dying materials and purchase, comb, prepare, spin, dye and deal in wool, cotton, soil and other fibrous substances, and to weave or otherwise manufacture, buy and sell and deal in linen, cloth and other goods and fabrics, whether textiles felted netted or looped, and to supply power.

For Photon Capital Advisors Limited

N. Subhaseeni  
Director

67. To conduct, carry on and manage the business of trades of whisky, gin, rum, brandy and general distillers, compounders, and rectifiers, merchants, exporters, importers, brokers, bottlers, sales agents and general traders in relation to the marketing and distribution at home and abroad, of Spirits, wines, liquors and all other reductions derived from cultivation of the grape, and generally to undertake, perform and carryout all of any of the operations ordinarily undertaken by distillery proprietors, wine growers, contractors and shoppers, or by persons or companies engaged in such business.
68. To produce, manufacture, refine, prepare, import, export, purchase, sell and generally to deal in all kinds of Portland cement (Portland pozzolona cement, Portland stage cement, Portland rapid hardening cement, Portland high alumina, Portland oil well cement, special cement, cement, lime pozzolona cement etc) cement products of any description (pipes, poles, asbestos sheets blocks, tiles, garden wares etc.) lime, lime stone, gypsum, kankar and or by-products thereof, and in connection therewith to take on lease acquire, erect, construct, establish, operate and maintain cement factories, quarries, work shops and other works and to carry on in India or elsewhere the trades and business of the survey, prospecting and providing of cement graded lime stone deposits, asbestos and of manufacturers of cement and building materials of all kinds, miners and engineers in all their respective branches.
69. To carry on the business of the agriculturists, planters, cultivators farmer and plant, cultivate and purchase all kinds of food grains and food stuffs oil seeds, vegetables, fruits grass, timber, bamboo, straw, cotton, jute, rubber, sugarcane, tea, flowers, coffee, coconuts, cashew nuts, tobacco and other articles that are the produce of land or soil and to sell, purchase and deal in the same as principals or agents and to carry on business as dealers in and producers of dairy, farms and garden produce of all kinds, and in particular, milk cream, butter, ghee, cheese, poultry and eggs, fruits and vegetables.
70. To carry on the business of advertising agents to acquire and dispose of advertising time, space or opportunities through any media, to undertake advertising and promotional campaigns of every nature and carry on business of printers, publishers, decorators in connection with the general advertising business and to do any other act or carry out any other contract for the promotion, continuance and advancement of the said business.
71. To carry on the business of manufacture, buy, sell, import and generally deal in all types of surgical, medical pharmaceutical, scientific equipment and instruments, appliances, accessories and diagnostic reagent kits, diagnostic equipments aids and accessories health care aids, health care products and instruments.
72. To carry on the research and undertake activities to develop new products and substitutes for imported products and to establish, develop and maintain testing house and laboratories for own use and for others.
73. To carry on the business of consulting Engineers in Chemical, Pharmaceutical and Dyestuff industries.
74. To establish; maintain and run hospital and mobile medical units, medical service centers, clinics, nursing homes, and intensive care units.
75. To carry on the business of ginners, processors carders, combers, dyers, blenders, weavers, importers, exporters and manufacturers of natural and synthetic fibers including cotton, silk, wool, flax, hemp, linen, jute, ramy, gunny, polyester, acrylic, nylon, polypropylene, art silk, and rayon and to transact any other process connected therewith.

For Photon Capital Advisors Limited

N. Satharane  
Director



76. To manufacture, buy, sell, exchange, alter, improve, manipulate, process, convert, produce, use, formulate, blend, acquire, store, pack, repack, transport, trade, distribute, exhibit, market, import or export or otherwise deal in all kinds of conductors including AACIACSR cables, wires, tubes, pipes, switches, electrodes, insulators and all other electrical accessories.

IV. The liability of the members of the Company is limited.

V. The Authorised Capital of the company is Rs. 4,00,00,000 (Rupees four crores only) divided into 40,00,000 equity shares of Rs.10/- Rupees ten only) each with rights privileges and conditions attached thereto as may be determined by the general meeting at the time of issue. The company has and shall always have the power to divide the share capital from time to time and vary, modify and abrogate any rights, privileges or conditions attached to the shares in such a manner as may for the time being provided in the regulations of the Company.

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

Sl. No.	Names, description, occupations, Addresses and Signatures of Subscribers	No. of Shares subscribed	Name, signature, address, occupation and description of witness
1.	Sd/- G. SUBRAMANIAM S/o Sri R. Gangadharan 1-2-56/62, 1 Floor Gagan Mahal Road, Domalguda Hyderabad – 500 029. Management Consultant	1 (one)	
2.	Sd/- P.S. GIRI RAO S/o Late Sri P.V. Raju 1-10-220, Ashok Nagar Hyderabad – 500 020 service	1 (one)	
3.	Sd/- S.R. CHARYULU S/o Sri S.N. Charyulu C/o S. Dikshitulu H.No. 1-106, Chaitanyapuri Hyderabad – 500 036 Service	1 (one)	A. RAMASUBRAMANIAN S/o Dr. R. Appadurai 66, Srinagar Colony Hyderabad – 500 873 Management Consultant
4.	Sd/- C.S.V.L.N: PRASAD S/o Sri C. Sitarama Shastry 218/3 R. Saidabad Colony Hyderabad – 500 659 Service	1 (one)	

For Photon Capital Advisors Limited

N. Subrahmaniam  
Director

Sl. No.	Names, description, occupations, Addresses and Signatures of Subscribers	No. of Shares subscribed	Name, signature, address, occupation and description of witness
5.	Sd/- SMT.GIRIJA VAVILALA W/o Sri B. Vavilala F-3, Samrat Complex Saifabad Hyderabad – 500 004. Service	1 (one)	
6.	Sd/- T.RAM GOPAL RAO S/o Sri T. Chalapathi Rao H.No. 2/32, Sharif Nagar Colony Beside Chaitanyapuri Hyderabad – 500 036 service	1 (one)	A. RAMASUBRAMANIAN S/o Dr. R. Appadurai 66, Srinagar Colony Hyderabad – 500 873 Management Consultant
7.	Sd/- G. PRASAD S/o Sri Krishnaiah SRT, 333 Jawahar Nagar Hyderabad – 500 020 Service	1 (one)	
	Total Number of Equity Shares taken	7 (Seven)	

Dated: 27<sup>th</sup> December, 1983

Place: Hyderabad

For Photon Capital Advisors Limited

N. S. Bharadwaj  
Director

UNDER THE COMPANIES ACT, 1956  
1 OF 1956  
COMPANY LIMITED BY SHARES  
**ARTICLES OF ASSOCIATION**  
**OF**  
**PHOTON CAPITAL ADVISORS LIMITED**

**CONSTITUTION OF THE COMPANY**

1. Constitution

The regulations contained in table 'A' of the first Schedule of the Companies Act, 1956, shall not apply to the Company except in so as they are embodied in the following Articles, which shall be the regulations for the management of the Company.

**INTERPRETATION CLAUSE**

2. Interpretation

The marginal notes hereto shall not effect the construction thereof. In these presents, the following words and expressions shall have the following meanings, unless excluded by the subject or context:-

a) The Act

'The Act' means 'The Companies Act, 1956'

b) The Board of Directors'

'The Board' or the 'Board of Directors' means a meeting of Directors duly called and constituted or as the case may be the Directors assembled at a Board Meeting or requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.

c) 'The Company' or 'this Company' means PHOTON CAPITAL ADVISORS LIMITED.

d) Directors'

'Directors' means the Directors for the being of the Company or as the case may be Directors assembled at a Board Meeting.

e) In Writing

'In writing' includes printing, lithography, typewriting and any other usual substitutes for writing.

- f) Members  
'Members' shall mean Members of the Company holding a share or shares of any class and registered in the Share Register of the Company.
- g) Month  
'Month' shall mean of the Calendar Month.
- h) The Office  
'The Office' means Registered Office of the Company
- i) Paid up  
'Paid up' shall include 'Credited as fully paid'.
- j) Person  
'Persons' shall include any Corporation as well as individuals.
- k) Proxy  
'Proxy' includes attorney duly constituted under a Power of Attorney.
- l) Presents  
'These presents' or 'Regulations' means these Articles of Association originally framed or altered from time to time and in force for the time being and include the Memorandum of Association where the context so requires.
- m) Register  
'The Register' shall mean the Register of members to be kept as required by Sec.150 of the Act.
- n) Seal  
'The Seal' means the Common Seal for the time being of the Company.
- o) Special Resolution  
'Special Resolution' shall have the meaning assigned thereto by Section 189 of the Act.
- p) 'Words' importing the masculine gender shall include the feminine gender and vice versa.
- q) Words importing the singular shall include the plural and words importing the plural shall include singular.
- r) 'Section' means Section of Companies Act, 1956 or any amendment thereof.
- s) Year  
'Year' means year of account of the Company

## **COMMENCEMENT OF BUSINESS**

### **3. Commencement of business**

The Company shall commence business or exercise any borrowing power only after the requirements of section 149 of the Act, shall have to be complied with.

### **4. Prohibition of investment funds in Company's Own Share**

Except as provided by Sec.77 of the act no part of funds of the Company shall be employed on the purchase of shares of the Company and the Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise any financial assistance for purpose of or in connection with the purchase of or subscription made or to be made by any person of or for any shares in the company.

### **5. Share Capital**

The authorized capital of the Company is Rs.4,00,00,000 (Rupees Four crore only) divided into 40,00,000 equity shares of Rs. 10/- (Rupees Ten only) each.

### **6. Board's rights convert unissued shares, if any**

- a) The Board may at its discretion convert the unissued Equity Shares into Preference Shares or redeemable Preference Shares and vice versa and the Board may issue any part or parts of the unissued shares upon such terms and conditions and with such rights and privileges annexed thereto as the Board at its discretion and subject to the provisions of Sec. 86 of the Act thinks fit, and in particular may issue such shares with such preferential or qualified right to dividends and in the distribution of the assets of the company as the Board may subject to the aforesaid sections determine.
- b) The Board may, at its discretion issue any portion of the Preference Shares not already issued, as redeemable preference shares which are at the option of the Company liable to be redeemed and subject to the provisions of sec.80 of the Act on such terms as to dividends preferential payment or return of the amount paid up thereon and as to conditions and terms of redemption as the Directors may deem fit.

### **7. Allotment return**

The board shall duly comply with provisions of sec.75 of the Act, with regard to all allotment of Shares from time to time.

8. 1) The Board may, at any time increase the subscribed capital of the Company by issue of new shares out of the unused part of the Share Capital in the original or subsequently created capital, but subject to Sec.81 of the Act and the following provisions, namely: -

- a) Where the offer and allotment of such shares are made within two years from the date of incorporation of the Company or within one year from the first allotment of shares made after its incorporation, whichever is earlier, the Board shall be at liberty to offer the shares and allot the same to any person or persons at their discretion.
  - b) In respect of offer and allotments made subsequent to the date set out in clause (a) above, the Directors shall subject to the provisions of Sec. 81 of the Act and of sub-clause (c) hereunder observe the following condition: -
    - i) Such new 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 the date.
    - ii) The offer aforesaid shall be made by 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.
    - iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (2) shall contain a statement of this right.
    - iv) After the expiry of the time specified in the notice aforesaid or earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose them off in such manner, as it thinks most beneficial to the Company.
  - c) The Directors may with the sanction of the Company in General Meeting offer and allot Shares to any person at their discretion provided that such sanction is accorded either by:
    - i) A special resolution passed at any General Meeting, or
    - ii) By an ordinary resolution passed at a General Meeting by majority of the votes cast and with the approval of the Central Government in accordance with Sec.81 of the Act.
- 2) Nothing in this clause shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to debentures issued or loans raised by the exercise of an option attached to debentures issued or loans raised by the Company: -

- i) To convert such debentures or loans into shares in the Company, or
- ii) To subscribe for shares in the Company.

Provided that terms of issue of such debentures or the terms of such loans include a term providing for such option and such term.

- a) Has 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 and also.
- b) 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 the Govt. in this behalf.

- 3) Option or right to call of shares not be given to any persons except with the sanction of the Company in General Meeting.

- 9. Power of General Meeting to offer shares to such persons as the Company may resolve.

In addition to and without derogating from the powers for that purpose conferred on the Board under Articles 8 the Company in General Meeting may determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the company or not) in such proportions and on such terms and conditions either at a premium or at par, or (subject to compliance with the provisions of Section 79 of the Act) at a discount, at such General Meeting shall determine and with the power to give to any person (whether a members or holder of debentures of the company or not) at a premium or at par, or (subject to compliance with the provisions of Sec.79 of the Act) at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provision whatsoever for the issue, allotment or disposal of any shares.

- 10. Variation of rights

The rights attached to each class of shares (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 106 & 107, of the Act be varied with consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these Articles relating to General Meeting shall mutates mutandis apply, except that the necessary quorum shall be two persons atleast holding or representing by proxy one-tenth of the issued shares of that class.

11. Issue of further shares Pari passu shall not affect the right of shares already issued.

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

12. No issue with disproportionate rights

The Company shall not issue any shares, not being Preference Shares, which carry voting rights or right in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holder of others shares not being preference shares.

13. Commission for placing shares, debentures etc.

1) Subject to the provisions of the Section 76 of Act the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares debentures or debenture stock of the company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares debentures or debentures stock of the company but so that the statutory conditions and requirements shall be observed and complied with and the amount, or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures the rate of commission shall not exceed two-and-a half percent of the price at which the debentures are issued.

2) The Company may also, on any issue, pay such brokerage as may be lawful.

14. Issue other than for cash

The Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property sold or transferred goods or machinery and appliances supplied, or for services rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business; and any shares which may be so allotted, may be issued as fully paid up shares, and if so issued, shall be deemed to be fully paid up shares.

The said power vested in the Board by this article shall not be exercised except by the unanimous consent of all the Directors or with the previous sanction of a special resolution passed at a General Meeting of the Company.

15. Where two or more persons are registered as joint holders of any share they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the following provisions:



- a) The person whose name stands first on the register in respect of such share shall alone be entitled to delivery of certificate thereof.
- b) Any one of such persons may give effectual receipts for any dividend, bonus or returns of capital payable in respect of such shares and such joint holders shall be severally as well as jointly liable for payment of all installments and calls due in respect of such share/shares.
- c) Any one of such persons may vote at any meeting either personally or by proxy in respect of such shares, as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof, several executors or administrators, of a deceased member in whose names any share stands shall for the purpose of this article, be deemed as joint holders thereof.
- d) In case of death of any one or more of such joint holders, the survivors shall be the only persons, recognized by the Company as having any title to or interest in such shares, but Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of deceased joint holder from any liability on shares held by him jointly with any other person.
- e) All notices directed to be given to the members shall be given to whichever such persons is named first in the register, and notice so, given shall be sufficient notice to all the holders of such shares.

## **SHARE CERTIFICATES**

### **16. Issue of Shares Certificates**

Every certificate of title to shares shall be issued under the seal of the Company. Every share certificate and every document of title to the shares whether in renewal of an existing share certificate or other document of title or issue for the first time shall be issued, under the authority of the Board of Directors and in accordance with provisions of the Companies (Issue of Share Certificate) Rules, 1960 or any modification thereof and in accordance with the provisions of law or other rule having the force of law applicable thereto.

### **17. Rights to Certificate**

- 1) Every person whose name is rendered as a member in the Register shall be entitled to receive without payment.
  - a) One certificate for all his shares; or

- b) Where the shares so allotted at any one time exceed the number of shares fixed as marketable lot in accordance with the usages Stock Exchange, or at the request of shareholder, several certificates one each per marketable lot and one for the balance.
- 2) The Company shall within three months after the allotment or within two months after application for the registration of the transfer of any shares or debentures complete and have ready for delivery the certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares or debentures otherwise provide.
- 3) Every certificate shall be under the seal and shall specify the shares or debentures which it relates and the amount paid up thereon.
- 4) The provisions of clauses (2) and (3) above shall apply mutates mutandis to debentures and debenture stock allotted or transferred.
- 5) No fee shall be charged for the issue of a new share certificate either for sub-division of the existing share certificate or for consolidation of several share certificates into one or for issue of fresh share certificates in lieu of share certificates on the back of which there is no space for endorsement of transfer or for registration of any probate, Letters of Administration, Succession Certificate or like document or for registration of any Power of Attorney, Partnership Deed or other similar documents.

## **JOINT HOLDERS OF SHARES**

### **18. Joint holders**

Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefit of survivorship subject to the provisions following and to the provisions following and to the other provisions of these articles relating to joint holder:

- a) Maximum number  
The Company shall not be bound to register more than four persons as joint holders of any share.
- b) Liability several as well as joint  
The joint holders of a share shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such share.
- c) Survivors of Joint holders only recognized  
On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognized by the company as having any title to or interest in such shares but they require such evidence of death as it may deem fit.

d) Delivery of Certificate

Only one person whose name stands first in the Register as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share.

19. Endorsement of transfer

In respect of any transfer of shares registered in accordance with the provision of these Articles, the Board may, at their discretion direct an endorsement of the transfer and the name of the transferee and other particulars, on the existing share certificates and authorize any /director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate, in the name of the transferee.

20. Renewal of Certificate

If a Certificate be worn out, defaced, destroyed or lost or if there is no further space on the back thereof for endorsement of transfer, it shall if requested be replaced by a new certificate free of charge provided however that such new certificate shall not be granted except upon delivery of the worn out or defaced or used up certificate for the purpose of cancellation, in accordance with the companies (Issue of Share Certificates) rules, 1960 or upon proof of destruction or loss and on such indemnity as the Board may require in the case of the certificate having been destroyed or lost. Any duplicate certificate shall be marked as such.

21. Company's lien on Shares

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 moneys (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 condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of share shall operate as a waiver of the company's lien, if any, on such shares. The directors may at any time declare any shares wholly or in part to be exempted from the provisions of this clause.

22. Enforcing of lien by sale

For the purpose of enforcing such lien the Board may sell the shares subject thereto in such manner as they think fit but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holder of the shares for the time being entitled to the shares by

reason of the death, or insolvency of the registered holder or to the person being a registered holder.

**23. Authority to transfer**

To give effect to such sale the Board of Directors may authorize some person to transfer the shares sold to the purchaser thereof, and the purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

**24. Application of proceeds of sale**

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

**25. Application of any money due to a shareholder**

Any moneys due from the Company to a shareholder, may without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person to the Company in respect of calls or otherwise.

**CALL ON SHARES**

**26. Calls**

Subject to the provisions of Section 91 of the Act, the Board of Directors may from time to time make such calls as they think fit upon the members in respect of all money unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the time date and place or at the dates, times and places appointed by the Board of Directors.

**27. Calls when deemed to be made**

The Board of Directors, may when making a call by resolution determine the date on which such calls shall be deemed to have been made not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is fixed the call shall be deemed to have been made on the date on which the resolution of Board making the call was passed.

28. Notice for call

Not less than 14 days notice of any call shall be given specifying the date, time and place of payment provided that before the time for payment of such call, the Directors, may by notice in writing to the members, extend the time for payment thereof.

29. Sums payable at fixed date to be treated as calls

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

30. Calls to carry interest

- 1) If a sum called in respect of the share is not paid on or before the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at such rate fixed by the Board of Directors from the day appointed for the payment thereof to the time of the actual payment, but the Board of Directors shall be at liberty to waive payment of that interest wholly or in part.
- 2) The provisions of this Article as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share becomes payable at a fixed date whether on account of the amount of the shares or by the way of premium, as if the same had become payable by virtue of a call duly made and notified.

31. Payment on call in advance

The Board of Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money uncalled and unpaid upon any share held by him, and upon all or any part of the moneys so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate exceeding (without the sanction of the Company in General Meeting) 9 percent per annum as may be agreed upon between the member paying the sum in advance and the Board of Directors but shall not in receipt of such advances confer a right to the dividend or to participate in profits or to any voting rights.

32. Partial payment not to preclude forfeiture

Neither a judgment nor a decree in favour of the Company, for calls or other moneys due in respect of any shares, nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall, from time to time, be due from any member in respect of any share,

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.

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

#### **TRANSFER AND TRANSMISSION OF SHARES**

34. Procedure as to transfer of share

- 1) The instrument of transfer of any shares in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the registered of members in respect, thereof. The instrument of transfer shall be in respect of only one class of shares and should be in the form prescribed under Sec.108 of the Act. The instrument of transfer shall be in writing and all the provisions of Section 108 of the Act, 1956 and of any statutory modification thereof for the time being shall be duly complied with respect of all transfers of shares and registration thereof.
- 2) The Board of Directors shall not register any transfer of shares unless a proper instrument of transfer duly stamped and be executed by the transferor and transferee has been delivered to the Company alongwith the certificate relating to the shares and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

Provided that where it is provided to the satisfaction of the board of Directors that an instrument of transfer signed by the transferor and transferee has been lost, the Company, may if the Board of Directors think fit on an application in writing made by the transferee and bearing the stamp required on an instrument of transfer, register the transfer on such terms as to indemnity as the Board of Directors may think fit.

- 3) An application for the registration of the transfer of any share or shares may be made either by transferor or by the transferee, provided that where such application is made by the transferor no registration shall be in the case of partly paid shares be effected unless the Company gives notice of the application to the transferee and the Company shall unless objection is made by the transferee within 2 weeks from the date of receipt of the notice, enter in the register the names of the transferee

in the same manner and subject to the same conditions as if the application for registration were made by the transferee.

- 4) For the purpose of sub-clause (3) notice to the transferee shall be deemed to have been duly given if dispatched by prepaid register post to the transferee at the address given in the instrument of transfer, and shall be deemed to have been delivered in the ordinary course of post.
  - 5) Nothing in clause (4) shall prejudice any powers of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.
  - 6) Nothing in this Article shall prejudice the powers of the Board of Directors to refuse to register the transfer of any shares to transferee, whether a member or not.
35. The shares in the Company shall be transferred by an instrument in writing in the prescribed form duly stamped and in the manner provided under the provisions of Sec.108 of the act and any modification thereof and the Rules prescribed thereof.
36. Board's rights to refuse to register
- 1) Subject to the provisions of Section 111 of the Act, the Board may at any time reasons decline to register any transfer of or transmission by operation of law or the right to a share, whether fully paid-up or not and whether the transferee is a member of the Company or not any may also decline to register any transfer of shares on which the Company has a lien.  
  
Provided further that registration of transfer shall not be refused on the ground of the transferor alone or either jointly with any other person or persons indebted to the Company on any account except a lien on the shares.
  - 2) If the Board refuses to register any transfer or transmission of right, they shall within two months from the date on which the instrument of transfer or the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be.
  - 3) In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by section 111, of the Act.
  - 4) The provisions of this clause shall apply to transfers of stock also.
37. Further right of Board of Directors to refuse to register
- The Board of Directors may also decline to recognize any instrument of transfer unless:

- a) The instrument of transfer is accompanied by the certificate of shares to which it relates and such other evidence as the Board of Directors may reasonably require to show the right of the transfer to make the transfer; and
  - b) The instrument of transfer is in respect of only one class of shares.
38. Endorsement of transfer and issue of certificate
- 1) Every endorsement upon the certificate of any shares in favour of any transferee shall be signed by the Managing Director or by some other person for the time being duly authorized by the Managing Director on his behalf. In case any transferee of a share shall apply for a new certificate in lieu of the old or existing certificate he shall be entitled to receive a new certificate in respect of which the said transfer has been applied for and upon his delivering up for cancellation every old or existing certificate which is to be replaced by a new one.
  - 2) Notwithstanding any other provisions to the contrary in these presents, no fee shall be charged for any of the following, viz.
    - a) For registration of transfers and debentures; or for transmission of shares and debentures.
    - b) for sub-divisions and consolidation of share and debenture certificates for sub-division of letters allotment and split, consolidation, renewal and pucca transfer receipts into denominations corresponding to the market units of trading;
    - c) for sub-division renounceable Letter of Right;
    - d) for issue of certificates in replacement of those which are old decrepit or worn out, or where the pages on the reverse for recording transfer have been fully utilized;
    - e) for registration of any power of attorney, probate, letters of administration or similar other documents.
39. The Company shall keep a book to be called the "Register of Members" and therein shall be entered the particular of every transfer or transmission of any shares and all other particulars of shares required by the Act to be entered in such Register.
40. Custody of transfer deeds
- The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of 6 years or more.



41. Closure of Register of Members

The Board of Directors may after giving not less than 7 days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated close the Register of Members or the Register of Debenture holders for any period or periods or exceeding in the aggregate 45 days in each year but not exceeding 30 days at any one time.

42. Transmission of registered shares

- 1) The executors or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognized by the Company, as having any title to shares registered in the name of such member and in the case of death of any one or more of the joint holder(s) of any registers shares, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares.

Provided that if the member should have been a member of a joint Hindu Family, the Board on being satisfied to that effect and on being satisfied that the shares standing in his name infact belonging to the joint family may recognize the survivors or the karta thereof as having title to the shares registered in the name of such member. Provided further in any case it shall be lawful for the Board in their absolute discretion to dispense with the production of probate or letter of administration or other legal representation upon such term as to indemnity or otherwise as to the Board may deem just.

- 2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any shares which were jointly held by him with other persons.

43. Rights, Liabilities of legal representatives

- 1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as herein after provided elect, either:
  - a) to be registered himself as the holder of the shares; or
  - b) to make such transfer of the shares as the deceased or insolvent members could have made.
- 2) The Board shall, in either case, have the same right to decline or suspend registration as they would have had, if deceased or insolvent member had transferred the shares before his death or insolvency.

## **DEVOLUTION OF RIGHTS**

### **44. Notice of election by legal representative**

- 1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing by him stating that he so elects.
- 2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the shares.
- 3) All the limitations, restrictions and provisions of these regulations to the rights to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.
- 4) A person becoming entitled to a share by reason of the death of insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or transfer the share, and if the notice is not complied within 90 days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until requirements of the notice have been complied with.

### **45. Company's rights to register by apparent legal owner**

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

46. If call or instalment not paid notice may be given

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

47. Form of Notice or forfeiture

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

48. Board's right to forfeit if requirements of notice are not complied with

If the requirements of any such notice as aforementioned are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by resolution of the Board of Directors to that effect, such forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before the forfeiture.

However fully paid shares shall be free from all liens and in the case of partly paid shares the company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

49. Sale of forfeited shares

A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board of Directors may think fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Board of Directors may think fit;

50. Liability after forfeiture

A person whose shares have been forfeited shall cease to be member in respect of the forfeited shares but shall notwithstanding remain liable to pay and shall forthwith pay the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company received payment in full of the nominal amount of shares whether legal proceeding for the recovery of the same had been barred by limitation or not.

51. Declaration of forfeiture

A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date

stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and that declaration and receipt of the Company for the consideration of any given for the shares on the sale or disposition thereof, shall constitute a good title to the share, and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall his title to the shares be affected by way of irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

52. 'Non-payment of sums payable at fixed times'

The provision of these Regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of share, become payable at a fixed time, whether on account of the amount of the share or by way of premium or otherwise if the same had been payable by virtue of a call duly made and notified.

### **CONVERSION OF SHARES INTO STOCK**

53. Conversion of shares

The Company may by ordinary resolution convert all or any of its fully paid up shares of any denomination into stock and vice versa.

54. Transfer of stock

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

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

55. Rights of Stock holders

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 not such privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by on amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

56. Regulations applicable to shares (paid up) apply to stock or stockholders.

Such of the regulations contained in these presents (other than those relating to the share warrants) as are applicable to paid up shares shall apply to 'stock' and the words 'share' and share-holder in these presents shall include 'stock' and 'stock-holder' respectively.

## **ALTERATION OF CAPITAL**

### **57. Alteration & consolidation of Capital**

The Company may from time to time but subject to the provisions of Section 94 of the Act alter the conditions of its Memorandum as follows:

- a) Increase its share capital by such amount as it thinks expedient by issuing new shares.
- b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
- c) Convert all or any of its fully paid up shares into stock and reconvert that stock into fully paid up shares of any denominations.
- d) Sub-divide its share, or any of them, into shares of smaller amount that is fixed by the memorandum, so however that in the sub-division the proportion between the amount, if any unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.
- e) Cancel any shares, which at the date of the passing of the resolution in that behalf, 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.
- f) The resolutions where by 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, voting or otherwise over or as compared with others.

### **58. Application of provision to new shares**

The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the shares in the original share capital.

### **59. Reduction of Capital act, by Company**

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

- a) its share capital:
- b) any capital redemption reserve account or
- c) any share premium account.

## **SHARE WARRANTS**

### **60. Issue of share warrant**

- 1) The Company may issue share warrants subjects to and in accordance with provisions of Section 114 & 115 of the Act and accordingly, the Board may in their discretion, with respect to any share registered as fully paid up on application in writing signed by the person registered as holder of the share and authenticated by such evidence, if any, as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate if any of the share and the amount of the stamp duty on the warrant and such fee as the Board may from time to time prescribe, issue a share warrant and may provide by coupons or otherwise for the payment of the future dividends on the shares specified in the share warrant.
- 2) A share warrant shall entitle the bearer of the shares included in it and the shares shall be transferred by the delivery of the share warrant and the provisions of the Articles of the Company with respect to transfer and transmission of shares shall not apply thereto.
- 3) The bearer of a share warrant shall, on surrender of the warrant to the Company for cancellation and on payment of such fee as the Board may from time to time prescribe, be entitled to have his name entered as a member in the Register of members in respect of the shares included in the warrant.

### **61. Requisition of Meeting by bearer of share warrants.**

- 1) The bearer of a share warrant may at any time deposit the warrant at the Registered Office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company and of attending an voting and exercising the other privileges of member at any meeting held after the expiry of two clear days from the time of deposit as if his name were inserted in the Register of Members as the holder of the shares included in the deposit warrant.
- 2) Not more than one person shall be recognized as depositor of the share warrant.
- 3) The company shall on two days written notice return the deposited share warrant to the depositor.

### **62. Disabilities of holders**

- 1) Subject as herein otherwise expressly provided no person shall as bearer of a share warrant sign a requisition for calling a meeting of the company, or attend or vote or exercise any other privileges of a member

at a meeting of the company, or be entitled to receive any notice from the company.

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

#### 63. Renewal

The board may from time to time make rules as to the terms on which if they shall fit, a new warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction of the original warrant or coupon.

#### **\*63A. DEMATERIALISATION OF SHARES:**

##### Definitions

- a) For the purpose of this Article :-

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities & Exchange India; Board of

'Depository' means a company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration to act as a depository under the Securities & Exchange Board of India Act, 1992; and

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

##### Dematerialisation of Securities

- b) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a Company in a dematerialised form pursuant to the Depositories Act, 1996.

##### Option for Investors

- c) Every person subscribing to securities offered by the Company shall have the option to receive security certificate or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificate of Securities.

If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and

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\*Inserted vide special resolution passed at AGM held on 25.09.2006.

on receipt of the information, the depository shall enter in its record the name of the allottees as the beneficial owner of the security.

#### Securities to be in Fungible Form

- d) All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Section 153, 153A, 153B, 187B and 187C of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

#### Rights of the Depositories and the Beneficial Owners

- e)
  - (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
  - (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
  - (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a depository.

#### Service of Documents

- f) Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronics mode or by delivery of floppies or discs.

#### Transfer of Securities

- g) Nothing contained in section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

#### Allotment of Securities dealt with a Depository

- h) Notwithstanding anything in the Act or these Articles, where securities dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

#### Distinctive No. of Securities held with a Depository

- i) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.



## **STATUTORY MEETING**

### **64. Statutory meeting**

- 1) The Company shall within a period of not less than one month but not more than six months from the date at which the company is entitled to commence business hold a General Meeting of the members of the company which shall be called the Statutory Meeting.
- 2) The Board of Directors shall, not less than 21 days before the date on which meeting is held forward a report called the Statutory Report to every member of the company. Provided that if the Statutory Report is forwarded later than is required above, it shall notwithstanding the fact be deemed to have been duly forwarded if it so is agreed to by all the members entitled to vote at the meeting.
- 3) The Board of Directors shall comply with the Provisions of Section 165 in connection therewith.

## **GENERAL MEETING**

### **65. Annual General Meeting**

The Company shall in addition to other meetings hold a General Meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions specified below:-

- a) The first Annual General Meeting of the company shall be held within 18 months of its incorporation.
- b) Thereafter an Annual General Meeting of the Company shall be held once in every calendar year within 6 months after the expiry of each financial year subject however to the power of the Register of Companies to extend the time within which such a meeting can be held for a period not exceeding 3 months and subject thereto not more than 15 months shall elapse from the date of one Annual General Meeting and that of the next.
- c) Every Annual General Meeting shall be called for at a time during the business hours on a day that is not a public holiday and shall be held either at the Registered Office of the Company or at some other place within the city, town or village in which the Registered Office of the company is situated.
- d) Notice calling such meeting shall specify them as the Annual General meetings.
- e) All other meetings shall be referred to as Extra-ordinary General Meetings.

66. Extra-ordinary General Meeting

The Board of Directors may whenever they think fit, convene an Extra-ordinary General Meeting at such time and such places they deem fit, subject to such directions if any, given by the Board, the Director or the Secretary may convene an Extra-ordinary General Meeting.

67. Extra-ordinary General Meeting by requisition

- a) The Board of Directors shall on the requisition of such number of members of the company as is specified below proceed duly to call an Extra-ordinary General Meeting of the company and comply with the provisions of the Act in relation to meetings on requisition.
- b) The requisition shall set out matters for consideration of which the meeting is to be called, shall be signed by the requisitionists, and shall be deposited at the Registered office of the company or sent to the company by registered post addressed to the Company at its Registered Office.
- c) The requisition may consist of several documents in like forms, each signed by one or more requisitionists.
- d) The number of members entitled to requisition a meeting with regard to any matter shall be such number of them holding at the date of the deposit or dispatch to the Registered Office of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at that date carries the right of voting with regard to the matters set out in the requisition.
- e) If the Board of Directors do not, within 21 days from the date of deposit of requisition with regard to all matters proceed duly to call a meeting for the consideration of those matters on a date not later than 45 days from the date of deposit of the requisition the meeting may be called by the requisitionists themselves or such of the requisitionists as represent either majority in value of the paid-up share capital held by all of them or of not less than 1/10th of such paid-up capital of the company as is referred to in sub-clause (d) above.

68. Length of notice for calling meetings

A general Meeting of the Company may be called by giving not less than 21 days notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded in the case of the Annual General Meeting by all the members entitled to vote thereat and in the case of any other meeting by members of the Company holding not less than 95% of that part of the paid-up share capital which gives the right to vote on the members to be considered at the meeting provided that where any members of the Company are entitled to vote only on the others, those members shall

be taken into account for the purpose of the Article in respect of the former resolution or resolutions and not in respect of the later.

69. Accidental omission to give notice not to invalidate meeting

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

70. Special business

a) all business shall be deemed special that is transacted at an Extraordinary General Meeting and also that it is transacted at the Annual General Meeting with the exception of business relating:-

- (i) The consideration of the Accounts, Balance Sheet, Reports of the Directors and Auditors.
- (ii) The declaration of dividend.
- (iii) The appointment of Directors in the place of those retiring, and
- (iv) The appointment and fixing of the remuneration of the Auditors.

b) Where any items of business to be transacted at the meeting are deemed to be special as aforesaid 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, and the Managing Director if any where any item of business consists of the according of approval to any documents by the meeting, the time and place where such document can be inspected shall be specified in the statement aforesaid.

Provided that where any item of special business as aforesaid is to be transacted at the meeting of the company relates to or affects any other company, the extent of share holding interest in that other company of every Director and the Managing Director of the company, shall also be set out in the statement if the extent of such share holding interest is not less than 20% of the paid-up share capital of that other company.

## **PROCEEDINGS AT GENERAL MEETINGS**

71. Quorum

Five members personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the business.

72. If quorum not present when meeting to be dissolved and when to be adjourned

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon by the requisition of members, shall be dissolved, in any other case, it shall stand adjourned to the same day in the next week at the same time and place or such other day and at such other time and place as the Board may determine and if at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

73. Chairman of General Meeting

The chairman, if any of the Board of Directors shall preside over as chairman at every General Meeting of the Company.

74. When chairman absent, choice of another to take the chair

If there is no such chairman, or if at any meeting he is not present within 15 minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman the Directors, present shall choose another Directors decline to take the chair then the members present shall choose some one of their members to be Chairman.

75. Adjournment of Meeting

The Chairman may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn that meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished of the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as nearly as may be in the case of original meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment of the business to be transacted at an adjourned meeting.

76. Question at General meeting how decided.

At any General meeting a resolution put to the vote of the meeting shall be decided on show hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with the provisions of Sec.179 of the Act, Unless a poll is so demanded, a declaration by the Chairman, that resolution, on a show of hands, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings 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.

77. Taking of poll

If a poll is duly demanded in accordance with the provisions of Sec.179, of the Act it shall be taken in such a manner as the Chairman, in the accordance with the provisions of the Act and Section 184 and 185 of the Act direct and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

78. Chairman to have casting vote

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

79. In what case poll taken without adjournment

A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. A poll, demanded on any other question shall be taken at such time not being later than 48 hours from the time when demand was made, as the Chairman may direct.

**VOTE OF MEMBERS**

80. Voting right of Members

- 1) Every member holding any equity of shares shall have right to vote in respect of such shares on every resolution placed before the meeting. On a show of hands every such member present in person shall have one vote on a poll, his voting right in respect of his equity shares shall be in proportion to his shares of the paid-up capital in respect of the equity shares.
- 2) In the event of the Company issuing any preference shares the holders of such preference shares shall have the voting rights set out in that behalf in Sec.87 of the Act.

81. Business may proceed notwithstanding demand for poll

A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person who made the demand.

82. Voting Rights of joint holders

In the case of joint holders, the vote of the first named of such joint holders who tender a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

83. Voting by members of unsound mind

A member of unsound mind or 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

84. No member entitled to vote while call due to company

No member shall be entitled to vote in any General Meeting unless all calls or other sums presently payable by him in respect of his shares in the Company have been paid.

85. Proxies permitted to poll

On a poll, votes may be given either personally or by proxy.

86. Proxies

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

87. Instrument of proxy

- 1) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointer is a corporation either under the common seal or under the hand of an officer or attorney so authorized. Any person may act as proxy whether he is a member or not. The form of proxy shall be "two-way-proxy" as given in Schedule IX of the Companies Act, 1956 enabling the share holders to vote for/against any resolution"
- 2) A corporate body (whether a company within the meaning of the Act or not) may, if it is a member or a creditor or a debenture holder of the Company, by the resolution of its Board of Directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of any creditors of the company held in pursuance of the provisions contained in any debenture of Trust Deed as the case may be. The person so authorized by resolution as aforesaid 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 that body could exercise if it were an individual member, creditor or holder of debentures of the company.

- 3) So long as an authorization under clause (2) above is in force, the powers to appoint proxy shall be exercised only by the person so appointed as representative.

88. Proxy to be deposited at the office

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

89. Validity of vote by proxy

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or the revocation or the proxy, or the transfer of the share in respect of which the proxy is given. Provided that no intimation in writing of the death revocation or transfer shall have been received at the Registered Office of the company before the commencement of the meeting or adjourned at which the proxy is used.

90. Every instrument appointing a proxy shall be retained by the Company before the commencement of the meeting or adjourned at which the proxy is used.

91. Chairman's ruling regarding votes final

Subject to the provisions of the Companies Act, 1956, the chairman of the General Meeting shall be the sole and absolute judge of the validity of every vote tendered at such meeting, or at a poll demanded at such meeting, and may allow or disallow any vote tendered according as he shall be of opinion that the same is or is not valid.

## **DIRECTORS**

92. Number of Directors

Unless otherwise determined by a General Meeting the number of Directors shall not be less than 3 and not more than 12 including all kinds of Directors.

93. First Directors

The persons herein after named shall become and be the first Directors of the Company.

1. Sri. N.J.Yasaswy
2. Smt. N.Sobha Rani
3. Sri. C.V.Krishna Rao

94. Shares qualification not necessary

Any person whether a member of the company or not may be appointed as director and no qualifications by way of holding shares shall be required of any Director.

95. Director's power to fill up casual vacancy

Any casual vacancy occurring in the Board of Directors may be filled up by the Directors and the person so appointed shall hold office upto the date which the Director whose place he is appointed would have held office if it had not been vacated as aforesaid.

96. Additional Directors

The Board of Directors shall have power at any time, and from time to time to appoint one or more persons as additional Directors, provided that the number of Directors and Additional Directors together shall not exceed the maximum number fixed. Any additional director so appointed shall hold office upto the date of the next Annual General Meeting but he shall be eligible for election by the company at that Meeting.

97. Alternate Directors

The Board of Directors may appoint an alternate Director to act for a Director (hereinafter called the original Director) during the absence of the original Director 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 so appointed shall vacate office if and when the original Director returns to the State in which meetings of the Board are ordinarily held, if the term of office of the original Director is determined before he so returns to the State aforesaid, any provision for the automatic reappointment of retiring Director in default of another appointment shall apply to the original and not to the alternate Director.

Notwithstanding anything contained in any other clause in this Articles of Association so long as HIFCO (Pvt) Ltd. And their associates hold or not less than 10 per cent of the paid up Equity Share Capital of the company from time to time, HIFCO (P) Ltd, shall have the right to nominate one thirds of the total number of Directors as Directors on the Board, and to remove any or all of such person from the Board and to nominate other or others in their place, the company and the Board shall be bound b such nominations, such Directors nominated by HIFCO (P) Ltd shall not required to retire by rotation.

98. Every Director other than the Managing and whole-time Directors, for attending a meeting of the Board or Committee thereof shall be paid such sum as may be fixed by the Board from time to time within the limits described by the Act, or Central Government from time to time and shall be paid in addition thereto



all traveling, hotel and other expenses properly incurred by him in attending and returning from the meetings of the Board of Directors or any committee thereof or General meeting of the Company or in connection with the business of the company to and from any place.

99. Remuneration for extra Services

If any Director being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from the town in which the Register Office of the Company may be situated for any purposes of the company or in giving special attention to the business of the company or as a member of the Board, then subject to Sections 198, 309, 310 and 314 the Board may remunerate the Director in so doing either by a fixed sum or by a percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

100. Continuing Directors may Act

The continuing Directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below three the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company but for no other purpose.

101. Vacation of office of Director

The office of a Director shall be vacated, if;

- a) he is found to be of unsound mind by a Court of competent jurisdiction; or
- b) he applies to be adjudicated or is adjudged an insolvent; or
- c) he fails to pay dues made on him in respect of shares held by him within 6 month from the last date fixed for the payment of the call unless the Central government has by notification in the official gazette, removed the disqualification incurred by such failure; or
- d) he is convicted by a Court for any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months, or
- e) he absents himself from three consecutive meetings of the Board or from all meetings of the Board for a continuous period of three months whichever is longer, without obtaining leave of absence from the Board, or
- f) he (whether by himself or by any person for his benefit or on his account); or any firm in which he is a partner or any private company

- of which he is a director accepts a loan, or any guarantee or security for a loan from the Company in contravention of Section 296, or
- g) he acts in contravention of Sec.295, or
- h) he becomes disqualified by an order of Court under Sec.203, or
- i) he is removed in pursuance of sec.295, or
- j) Having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.

Provided that notwithstanding anything in sub-clauses (b), (d) and (h) above the disqualification referred to in those clauses shall not take effect.

#### **ADJUDICATION**

- a) for 30 days from the date of adjudication sentence or order;
  - b) where any appeal or petition is preferred within 30 days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of days from the date on which such appeal or petition is disposed of; or
  - c) where within 7 days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order and the appeal or petition, if allowed would result in the disqualification, until such further appeal or petition is disposed of,
102. 1) Director may contract with the Company

Subject to the provisions of the Act, the Directors, including the Managing Director, if any shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, render agent, broker, or otherwise nor shall apply any contract or arrangement entered into by or on behalf of the Company with any Director or the Managing Director or with any company or partnership of or in which any Director or Managing Director shall be a member of otherwise interested be avoided nor shall any Director or the Managing Director, so contracting or being such member or so interested be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director or the Managing Director holding that office or of the fiduciary relation thereby established, but the nature of interest must be disclosed by him or them at the meeting of the Board at which the contract or arrangement is determined on, if the interest than exists or any other case at the meeting of the Board after the acquisition of the interest. .

Provided nevertheless that no Director shall take part in the discussions

of or vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so his vote shall not be counted but he shall be entitled to be present at the meeting during the transaction of the business in relation to which he is precluded from voting although he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present.

The provision shall not apply to any contract by or on behalf of the company to give to the Directors or the Managing Director or any of them suffer by becoming or being sureties for the Company or to any contract or arrangements 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 a Director aforesaid consists solely in his being a Director of such company and 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 in his being a member holding not more than 2% of its paid up share capital.

- 2) General notice that any Director is a Director or a member of any specified Company or is a member of any specified firm and is to be regarded as interested in any subsequent transaction with such company or firm shall, as regards any such transaction be sufficient disclosure under this Article and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such company or firm.
- 3) A Director may be or become a Director or member of any company promoted by this company or in which this company may be interested as vendor, shareholder or otherwise and such Director shall be accountable to the company for any benefits received as a Director or member of such company.

#### 103. Equal powers to Directors

Except as otherwise provided in these Articles all the Directors of the Company shall have in all matters equal rights and no privileges and be subject to equal obligations and duties in respect of the affairs of the Company.

### **ROTATION OF DIRECTORS**

#### 104. Ex-officio Directors

The term Ex-officio Directors wherever occurring in these presents shall mean and include the Managing Director appointed under Article 139 below and the Ex-officio Directors declared under Article 112 below and to any Director appointed in pursuance of article 134 below and referred to as nominated Director.

105. a) Not less than 1/3rds of the total number of Directors of the company for the time being holding office shall be the Directors whose period of office is liable to be determined by retirement by rotation and who shall be appointed by the company in General Meeting.
- b) At the first Annual General Meeting of the Company the whole of the Board of Directors except Ex-officio Directors shall retire from office and at the Annual General Meeting in every subsequent year 1/3rd of such of Directors as are liable to retire by rotation for the time being or if their number is not three or multiple of three, then the number nearest to 1/3rd shall retire from office.

106. Retiring Director's eligible for re-election

A retiring Director shall be eligible for re-election and the Company at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing a person thereto.

107. Which Directors to retire

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

108. Retiring Directors to remain in office till successors appointed

Subject to the provisions of Section 256 of the Act, if at any meeting at which an election of Directors ought to take place the place of the vacating Directors is not filled up and the Meeting has not expressly resolved not to fill up the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place or if that day is public holiday till the next succeeding day which is not a public holiday at the same time and place and if at the adjourned Meeting the place of retiring Directors is not filled up and the Meeting has also not expressly resolved not fill up the vacancy then the retiring Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned Meeting.

109. Power to General Meeting

Subject to the provisions of Sections 252, 255 & 259 of the Act, the Company in General Meeting may by ordinary resolution increase or reduce the number of its Directors within the limit fixed by Article 92.

110. Power to remove Directors by ordinary resolution

Subject to the provisions of Section 284 of the Act, the Company may by an ordinary resolution in General Meeting remove any Directors before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to

retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected as Director.

**111. Rights of persons other than retiring Directors to stand for Directorship**

No person not being a retiring Director shall be eligible for appointment to the office of a Director at any General Meeting unless he or some member intending to propose him has not less than 14 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 the Director or the intention of such member to propose him as a candidate for that office as the case may be, alongwith a deposit of Rs.500/- or such other sum as may be prescribed by law from time to time which amount shall be refunded to such member if the person succeeds in getting elected as a Director.

**112. Ex-officio Director not liable for retirement**

The Company in General Meeting may when appointment a person as a director declare that his continued presence on the Board of Director is of advantage to the Company and that his office a Director shall not be liable to be determined by retirement by rotation for such period or until the happening of such event or contingency as the Board may specify and thereupon such director shall not be liable for retirement by rotation but shall hold office for the period or until the happening of any event or contingency set out in the said resolution. Such director shall herein after be referred to as "Ex-office director".

**PROCEEDINGS OF THE DIRECTORS**

**113. Meeting of the Board**

- 1) The Board of Directors shall meet atleast once in every three calendar months for the dispatch of business, adjourn and otherwise regulate its meeting and proceedings as it thinks fit provided that atleast four such meetings shall be held in every year.
- 2) The Managing director may at any time summon a meeting of the Board and the Managing Director or a Secretary on the requisition of a Director shall at any time summon a meeting of the Board. Notice in writing of every meeting of the Board shall be given to every director for the time being in India and at his usual address in India to every other Director.

**114. Quorum**

The quorum for a meeting of the Board shall be 1/3rd of the total strength (any fraction contained in the 1/3rd being rounded off as one) or two Directors whichever is higher provided that where at any time the number of interested Directors is equal to or exceeds 2/3rd of total strength the remaining number of 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. The total strength of the Board shall mean number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.

115. Questions how decided

1. Save as otherwise expressly provided in the Act, a meeting of the Board for the time being at which quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.
2. In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his as a Director.

116. Election of Chairman of Board

1. The Board may elect a Chairman at its meeting and determine the period for which he is to hold office.
2. If no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the meeting the Directors present may choose one of their member to be Chairman of the meeting.

117. Delegation of powers

1. The Board may subject to the provisions of the Act, delegate some of its powers to committees consisting of such member or members of its body as thinks fit.
2. Any Committee so formed shall, in the exercise of the power so delegate, confirm

118. Election of Chairman of Committee

1. If the Chairman of the Board is a member of the committee, he shall preside over all meetings of the Committee. If the Chairman is not a member thereof the Committee may elect a Chairman of its meeting if no such Chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their member to be Chairman of the meeting.
2. The quorum of committee may be fixed by the Board of directors and until so fixed if the committee is of a single member or two members shall be one and if more than two members shall be two.

119. Question how determine

- 1) A committee may meet and adjourn if it thinks proper.
- 2) Questions arising at any Committee or by a majority of votes of members present as the case may be and in case of an equality of vote the chairman shall have a second or casting vote in addition to his vote as a member of the committee.

120. Validity of Acts done by Board or a committee

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

121. Resolution by Circulation

Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the directors or to all the members of the Committee then in India, not being less in number than the quorum fixed for the meeting of the Board of the Committee, as the case may be and to all other Directors or members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

**POWERS & DUTIES OF DIRECTORS**

122. General Powers of Company vested in Directors

The business of the company shall be managed by the Board of Directors, who may exercise all such powers of the Company, as are authorized by the Act or any statutory modifications thereof for the time being in force except those by these presents, required to be exercised by the Company in General Meeting. Provided in exercising any power or doing any such act or thing the Board shall be subject to the provisions contained in that behalf in the Act or any other provision of law or the Memorandum of Association of the company of these Articles or in any regulation not inconsistent therewith and duly made thereunder including regulation made in General meeting shall invalidate no regulation made by the Company in General Meeting, any prior act of the Board which would have been valid if the regulation had not been made.

123. Further powers of Directors

Without prejudice to the generality of the foregoing it is hereby expressly declared that the Directors shall have the following powers, that is to say;

- 1) To carry on and transact the several kinds of business specified in clause III of the Memorandum of association of the Company.
- 2) To draw, accept, endorse, discount, negotiate and discharge on behalf of the Company all bills of exchange, promissory notes, cheques, hundies, drafts, railway receipts, dock warrants, delivery orders, Government Promissory notes, other Government instruments, bonds, debentures or debenture stocks of Corporation, Local bodies, Port Trusts, improvements Trusts or other Corporation, bodies and execute transfer deeds for transferring stocks, shares or stock certificates of the Govt. and other local or corporate bodies in connection with any business or any subject of the Company.
- 3) At their discretion to pay for any properly, rights or privileges acquired by or services rendered to the company, either wholly or partially in cash or in shares, bonds, debentures 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, or other securities may be either specifically charged upon all or any of the property of the company or not so charged.
- 4) To engage and in their discretion to remove, suspend dismiss and remunerate bankers, legal advisers, accountants, cashiers, agents, dealers; brokers, foremen servants, employees of every description and to employ such professional or technical or skilled assistants as from time to time may in their opinion be necessary or advisable in the interest of the company and upon such terms as to duration of employment, remuneration or otherwise, as may be required and security in such instances and to such amounts as the Directors think fit.
- 5) To accept from any member, on such terms and conditions as shall be agreed a surrender of his shares of stock or any part thereof.
- 6) To secure the fulfillment of any contracts or agreements entered into by the Company, by mortgage or charge on all or any of the property of the company or in such other manner as they fit.
- 7) To institute, conduct, defend, compound or abandon any actions, suits and legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the company and also to compound or compromise or submit to arbitration the same actions, suits and legal proceedings.
- 8) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.



- 9) To determine who shall be entitled to sign on the Company's behalf bills of exchange, promotes, dividend warrants, cheques, and other negotiable instruments, receipts; acceptance endorsements, releases, contracts, deeds and documents.
- 10) From time to time regulate the affairs of the company in such manner as they think fit and in particular to appoint any person to be the attorneys or agents for the company either abroad or in India with such powers including power to sub-delegate and upon such terms as may be thought fit.
- 11) To invest and deal with any moneys of the company not immediately required for the purpose thereof upon such securities as they fit.
- 12) To execute in the name and on behalf of the company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the company's property (present and future as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall as agreed upon.
- 13) To give to any person employed by the company a commission on the profits, or any particular business or transactions, or a share in the general profits, of the company and such commission, or share of profits, shall be treated as part of the working expenses of the company.
- 14) From time to time to make, vary and repeal bye-laws for the regulation of the business of the company, its officers and servants.
- 15) 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 for or in relation to any of the matter aforesaid or otherwise for the purpose of the company.
- 16) To pay gratuities, bonuses, rewards, presents and gifts to employees or dependents of any deceased employees, to charitable institution or purpose, to subscribe for provident funds and other associations for the benefit of the employees.

#### 124. Powers to delegate committee

Subject to the provisions of section 292 of the Act, and other provisions of the Act, the Board may delegate from time to time and at any time to committee formed out of the Directors all or any of the powers, authorize and discretions for the time being vested in the Board and any such delegations may be made on such terms and subject to such conditions as the Board may think fit.

#### 125. Appoint Power of Attorney

The Board may appoint, at any time and from time to time a power of attorney under the company's seal any person to be the attorney of the company for such purpose and with such powers,, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles 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 firm or company, or members, directors, nominees or manager of any firm or company, or otherwise in favour of any body or persons, whether nominated direct or indirect by the Board and any such power or attorney may contain such provision for protection or convenience of persons dealing with such attorney as the Board may think fit.

#### 126. Power to authorize sub-delegation

The Board may authorize any such delegate or attorney as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.

#### 127. Duty to maintain Registers etc, and records of minutes

- 1) The Board shall duly comply with the provisions of the Act and in particular with the provision n in regard to the registration of the particulars of the mortgages and charges affecting the properties of the company or created by it and to keeping a Register of the Directors and to sending to the Register an annual list of members and a summary of particulars of shares and stock and copies of special resolutions and other resolutions of the Board as are required to be filed with the Registrar under Section 192 of the Act, and copy of the Register of Directors and notification of any charges therein.
- 2) The Company shall comply with requirement of section 193 of the Act, in respect of keeping of the minutes of all proceedings of every general Meeting and of every meeting of the Board or any Committee of the Board.
- 3) The chairman of the meeting may exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person, irrelevant or immaterial to the proceedings or detrimental to the interest of the Company.

#### 128. Secretary

The Board shall have the power to appoint a person as the Secretary possessing the prescribed qualifications, and fit in their opinion for the said office, for such period and on such terms and conditions regards remuneration and otherwise as they may determine. The Secretary shall have such powers

and duties as may, from time to time be delegated to or entrusted to him by the Directors.

129. Powers as to commence of business or branch business

Any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorized to be undertaken by the company may be undertaken by the Board at such time or times as they shall think fit and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

130. Delegation of powers

Subject to provisions of Section 292 the Board may delegate all or any of their powers to any Directors jointly or severally or to any one director at their discretion.

131. Borrowing

- 1) The Board of Directors may from time to time but with such consent of the company in General Meeting as may be required under Section 293 raise any money or sums of money for the purpose of the Company provided that the moneys to be borrowed by the company apart from temporary loans obtained from the company's bankers in the ordinary course of business shall not without the sanction of the company at a General meeting exceed the aggregate of the paid up capital of the company and its free reserves, that is to say reserves not set apart for any specific purpose and in particular, but subject to the provisions of Section 292 of the Act the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company by the issue of debentures, perpetual or otherwise including debentures convertible in to shares of this or any other company or perpetual annuities and in securities of any money so borrowed, raised or received mortgage pledge or charge, the whole or any part of the property, assistor revenue of the company present or future, including it is uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely in trust and give the lenders powers of sale and other powers as may be expedient and to purchase redeem or pay of any such securities.

Provided that every resolution passed by the company in general Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount upto which money may be borrowed by the Board of Directors.

- 2) The Directors may by a resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or the Managing Director, within the limits prescribed.
- 3) Subject to the provisions of the above sub-clause, the Directors may from time to time, at their discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the company at such time and in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by opening current accounts or by receiving deposits and advances with or without security, or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the company ( both present and future including it's uncalled capital for the time being, or by mortgaging or charging or pledging any lands buildings, goods or other properties and other securities of the company or by such other means as to them may seem expedient.

#### 132. Assignment of debentures

Such debentures, debenture stock, bonds or other securities may be assignable free from any equities between the company and the person to whom the same may be issued.

#### 133. Terms of debenture issue

- a) Any such debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender drawings, allotment of shares of the company appointment of Director or otherwise. Debentures, debentures stock, bonds or other securities with a right of conversion into or allotment of shares shall be issued only with the sanction of the company in General Meeting.
- b) Any trust deed for the securing of any debenture stock and or any mortgage deed and to other bond for securing payment of moneys burrowed or by due by the company and or any contract or any agreement made by the company with any person, firm, body corporate, Govt. or authority who may render or agree to render any financial assistance to the company by way of loans, advances or by guaranteeing of any loan borrowed or other obligations of the company or by subscription to the share capital of the company or provide assistance in any other manners, may provide for the appointment, from time to time, by any such mortgage, lender, trustees or holders of debentures or contracting part as aforesaid of one or more persons to be Director or Directors of the compãny.

Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may from time to time remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debentures or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as it contained in these presents.

134. The Director or Directors so appointed by or under a mortgage deed, debenture trust deed or other bond or contract as aforesaid shall be called "Nominated Directors". The words "Nominated Directors" shall mean the Director appointed as aforesaid and for the time being holding such office. The Nominated Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or be removed from office of the company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provisions as may be arranged between the company and mortgage, lender, trustee or contracting party as the case may be and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.

135. Register of Mortgages

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the company and shall duly comply with the requirements of the Act, in regard to the registration of mortgages and charges therein specified.

136. Subsequent assignees of uncalled capital

Where any uncalled capital of the company is charged, all persons taking any subsequent charge thereon shall take the same, subject to such prior charge and shall make the same, subject to such prior charge and shall not be entitled, by notice to the shareholders or otherwise to obtain priority over such prior charge.

137. Charge in favour of Director for indemnity

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

### **138. Powers to be exercised by Board only at Meeting**

- 1) The Board of Director shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board.
  - a) Power to make calls on shareholder in respect of moneys unpaid on their shares;
  - b) Power to issue debentures;
  - c) Power to borrow moneys otherwise than on debentures
  - d) Power to invest the funds of the Company;
  - e) Power to make loans;
- 2) The Board of Directors may be a meeting delegate to any Committee of the Directors or to Managing Director the powers specified in sub clauses (c), (d) and (e) above.
- 3) Every resolution delegating the power referred to in sub-clause © above shall specify the total amount upto which money may be borrowed by the said delegate.
- 4) Every resolution delegating the power referred to in sub-clause (d) above shall the total amount upto which the funds may be invested and the nature of the investments may be made by the delegate.
- 5) Every resolution delegating the power referred to in sub- clause (e) above shall specify the total amount upto which the loans may be made by the delegate the purpose for which the loans may be made and the maximum amount of loans which may be made for each such purpose for individual cases.

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

#### **139. Appointment of Managing Directors or whole-time Directorship**

- a) The Board may from time to time with such sanction of the Central Govt. as may be required by law, appoint one or more of their body to the office of the Managing Directors or whole time Directors.
- b) The Directors may from time to time resolve that there shall be either one or more managing Directors or whole time Directors.
- c) In the event of any vacancy arising in the office of a Managing Director or whole time Director if the Directors resolve to increase the number of Managing Directors or whole time Directors, the vacancy shall be filled up by the Board of Directors and the Managing Director or whole time Directors so appointed shall hold the office for such period as the Board of Directors may fix.

- d) If a Managing Director or whole time Director ceases to hold office as Director, he shall factio and immediately ceases to be a Managing Director or whole time Director.
- e) The Managing Director or whole time Director shall not be liable to retirement by rotation as long as he holds office as Managing Director or whole time Directors.

140. Powers & duties of Managing Directors or whole-time Director

Managing Director or whole time Director shall subject to supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these presents by the Board of Directors as they may think fit and confer such powers for such time and to be exercised for such objects purposes and upon such terms and conditions and with such restrictions as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the board of Directors in that behalf and may from time to time revoke, withdraw alter or vary all or any of such powers. The Managing Directors or whole time Directors may exercise all the powers entrusted to them by the Board of Director in accordance with the Board's direction.

141. Remunerations of Managing Directors/whole-time Directors

Subject to the provisions of the Act and subject to such sanction of the Central Govt. as may be required for the purpose, the Managing Directors or whole time Directors shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Company in General Meeting may from time to time determine.

142. Reimbursement of expenses

The Managing Director or whole time Director shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

143. Business to be carried on by Managing Director/whole-time Director

- 1) The Managing Director or whole time Director shall have subject to the supervision, control and discretions of the Board, the management of the whole of the business of the company and of all its affairs and shall exercise all powers and perform all duties in relation to the Management of the affairs and transactions of the Company, except such powers and such duties as are required by law or by these presents to be exercised or done by the Company in General Meeting by the Board of Directors

or and also subject to such conditions or restrictions, imposed by the Companies Act or by these presents.

- 2) Without prejudice to the generality of the foregoing and subject to supervision and control of the Board of Directors the business of the company shall be carried on by the Managing Director or whole time Director and he shall have and exercise all the power set out in Article 123 above, except those which are by law or by these presents or by any resolution of the Board required to be done by the Company in General Meeting or by the Board.
- 3) The Board may, from time to time, delegate to the Managing Director, or whole time Directors such of their powers and duties and subject to such limitations and conditions as they may deem fit. The Board may from time to time revoke, withdraw, alter or vary all or any of the powers conferred on the Managing Director or whole time Director by the Board or by these presents.

#### **COMMON SEAL**

##### **144. Common Seal**

The Board shall provide a common seal for the Company and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof; and the common seal shall be kept at the Registered Office of the Company and committed to the custody of the Managing Director or the Secretary if there is one.

##### **145. Seal how affixed**

The seal shall not be affixed to any instrument except by authority of a resolution of the Board or of Committee and unless the Board otherwise determines every deed or other instrument to which the seal is required to be fixed shall, unless the same is executed by a duly constituted attorney for the Company be signed by one Director atleast in whose presence the seal shall have been affixed and counter-signed by Managing Director, Secretary or such other person as may from time to time be authorised by the Managing Director or by the Board provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same.

##### **146. Right to dividends**

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



- b) Where capital is paid-up on any share in advance of calls, upon the footing that the same shall carry interest, such capital shall not whilst carrying interest, confer a right to participate in profits.

147. Declaration of dividends

The Company in General Meeting may declare dividend but no dividends shall exceed the amount recommended by the Board.

148. Interim Dividends

The Board may from time to time pay to the members such interim dividends as appear to them to be justified by the profits of the Company.

149. Dividends to be paid out of profits only

No dividends shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 205 of the Act.

150. Reserve Funds

- 1) The Board may before recommending any dividends set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provisions for meeting contingencies or for equalizing dividends and pending such application, may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares or the company) as the Board may from time to time think fit.
- 2) The Board may also carry forward any profits when it may think prudent not to divide, without setting them aside as Reserve.

151. Deduction for arrears

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

152. Adjustment of dividends against calls

Any General Meeting declaring a dividend or bonus may make a call on the members of the 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 may be made payable at the same time as the dividend and the dividend may if so arranged between the Company and the members be set off against the call.

153. Payment by cheque or warrant

- 1) Any dividend, interest, or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post direct to the registered address of the holder or in the case of joint holder to the registered address of that one of the joint holders who is first named on the register of members or to such persons and to such address as the holders of joint holders may in writing direct.
- 2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 3) Every such cheque or warrant shall be posted within forty two days from the date of declaration of dividend.

154. Receipt of joint holders

Any one or two more joint holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such shares.

155. Notice of dividends

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

156. Unclaimed Dividends

- 1) Where dividends has been declared by the Company but has not been paid or claimed within forty two days from the date of declaration to any shareholder entitled for the payment of expiry of the said period of 42 days transfer the total amount of dividend which remains unpaid or unclaimed within the same period of forty two days to a special account to be opened by the company in that behalf in any scheduled Bank to be called "Unpaid Dividend Account" of the Company. No unclaimed dividend shall be forfeited by the Board of Directors till the claim thereto becomes barred by the law and the Company shall comply with all the provisions of the Section 205 of the Act, in respect of unclaimed and unpaid dividend.
- 2) Any money transferred to the unpaid dividend account of the Company in pursuance of sub-clause (1) which remains unpaid or unclaimed for a period 3 years from the date of such transfer shall be transferred by the Company to the General Revenue Account of the Central Government but a claim to any money so transferred to the General Revenue Account may be preferred to the Central Government by the person to whom the money is due and shall be dealt with as if such transfer to the General Revenue Account had not been made, the order if any for payment of the claim being treated as an order for refund of revenue.

- 3) The Company shall when making any transfer under clause (2) to the General Revenue Account of the Central Government any unpaid or unclaimed dividend furnish to such Officer as the Central Govt. may appoint in this behalf a statement in the prescribed form setting forth in respect of all sums included in such transfer the nature of the sums, the names and last known addresses of the person is entitled to receive the sum, the amount to which such person entitled to and the nature of his claim thereto such other particular may be prescribed.
  - 4) The Company shall be entitled to a receipt from the Reserve Bank of India for any money transferred by it to the General Revenue Account of the Central Govt. and such receipt shall be effectual discharge of the Company in respect thereof.
157. In cases where, the instrument of transfer of shares has been lodged with the Company for registration for transfer of such shares has not been registered, the Company shall comply with the provisions of section 206 (A) of the Companies Act, 1956, in regard to dividend, rights shares and bonus shares.

#### **CAPITALISATION OF PROFITS**

##### **158. Capitalization of profits**

- 1) The Company in General Meeting may on recommendation of the Board resolve:
  - a) That is desirable to capitalize any part of the amount for the time being standing to the Company's reserve accounts or to the credit of the profit and loss accounts or to the credit of the profit and loss accounts or otherwise available for distribution; and
  - b) That such sum be accordingly set free for distribution in the manner specified in sub- clause (2) amongst the members who would have been entitled thereto if; distributed by way of such dividend and in the same proportion.
- 2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in sub-clause (3) either in or towards;
  - (i) Paying up any amounts for the time being unpaid on shares held by such members respectively;
  - (ii) Paying up in full, unissued shares of the Company to be allotted and distributed credited as fully paid up, to and amongst such members in the proportion aforesaid; or
  - (iii) Paying in the way specified in sub-clause (i) and partly in that specified in sub- clause (ii)

- 3) A share premium account and a capital redemption reserve fund may, for the purpose of this regulation only, be applied in the paying up of un-issued shares to be issued to members of the Company as fully paid bonus shares.
- 4) The Board shall give effect to the resolutions passed by the Company in pursuance of this regulation.

159. Power of Directors for declaration of bonus

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

## ACCOUNTS

160. Books of account to be kept

- 1) The Board of Directors shall cause true accounts to be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditures takes place of all sales and purchases of goods by the Company, and of the assets, credits and liabilities of the Company.
- 2) If the Company shall have a Branch Office, whether in or outside, proper books or accounts relating to the transactions effected at that office shall be kept at the office and proper summarized returns, made upto date

at intervals of not more than three months, shall be sent by the Branch Office to the Company at its Registered Office or to such other place in India, as the Company thinks fit, where the main books of the company are kept.

- 3) All the aforesaid books shall give a fair and true view of the affairs of the Company or of its Branch Office, as the case may be, with respect to the matters aforesaid, and explain its transactions

161. Where Books of Account to be kept

The Books of account shall be kept at the Registered Office or at such other place in India as the Directors think fit.

162. Inspection of members

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

163. Statement of accounts to be furnished to General Meeting

The Board of Directors shall lay before each Annual General Meeting a Profit and Loss Account for the financial year of the Company and a Balance Sheet made up as at the end of financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extended period as shall have been granted by the Register under the provisions of the Act.

164. Form of Balance Sheet & Profit & Loss A/c

- 1) Subject to the provision of Section 211 of the Act, every Balance sheet and profit and Loss Account of the Company shall be in the forms set out in parts I and II respectively of Schedule VI of the Act or as near thereto as circumstances admit.
- 2) So long as the Company is a holding Company having a subsidiary, the Company shall conform to Section 212 and other applicable provisions of the Act.

165. Authentication of Balance Sheet and Profit & Loss A/c

- 1) Every Balance Sheet and every profit & Loss Account of the Company shall be signed on the behalf of the Board by Secretary if any, and by not less than two Directors of the Company one of whom shall be the Managing Director where there is one.

Provided that when only one Director is for the time being in India, the Balance Sheet and Profit & Loss Account shall be signed by such Director and in such a case there shall be attached to the Balance Sheet and the Profit & Loss Account a statement signed by him explaining the reason of non-compliance with the provisions of sub-clause (1)

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

166. Profits & Loss A/c, to be annexed to & Auditors' Report to be attached to the Balance Sheet

The Profit & Loss Account shall be annexed to the Balance Sheet and the Auditors' Report shall be attached thereto.

167. Board's Report to be attached to Balance Sheet

- 1) Every Balance Sheet laid before the Company in General Meeting shall have attached to it a report by the Board of Directors with respect to the state of the Company's affairs, the amounts if any, which it proposes to carry to any Reserves in such Balance Sheet; and the amount if any which it recommends to be paid by way of dividend, material changes and commitments if any affecting the financial year of the Company to which the Balance Sheet relates and the date of the Report.
- 2) The Report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries, deal with any changes which have occurred during the financial year in the nature of the Company's business, or in the Company's subsidiaries or in the nature of business carried on by them and generally in the classes of classes of business in which the Company has interest.
- 3) The Board's report shall also include a statement showing the name of every employee of the Company, who if employed throughout the financial year was in receipt of remuneration for that year which in the aggregate was not less than One lakh forty four thousand rupees or if employed for part of the financial year was in receipt of remuneration for any part of that year at a rate which in aggregate was not less than twelve thousand rupees per month. The statement shall also indicate whether any such employee is a relative of any Directors or Managers of the Company and if so the names of such Directors and such other particulars prescribed. The Board's report shall also include a statement regarding disclosure of conservation of energy, technology absorption, foreign exchange earnings and outgo in such manner as may be prescribed.

- 4) The Board shall also give the fullest information and explanation in its report in case falling under the provision to Section 222 in an addendum to that report, on every reservation, qualification or adverse remark contained in the Auditors' Report.
- 5) The Board Report and addendum (if any) thereto shall be signed by its Chairman if he is authorised in that behalf by the Board, and where he is not so authorised shall be signed by such number of Directors as are required to sign the Balance Sheet and the Profit & Loss Account of the Company by virtue of sub- clause (1) and (2) of Article 166.
- 6) The Board shall have the right to charge any person being a Director with the duty of seeing that the provisions of sub-clause (1) to (3) of this article are complied with.

168. Right of members to copies of Balances Sheet & Auditors' Report

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

**ANNUAL RETURNS**

169. Annual Returns

The Company shall make the requisite Annual Return in accordance with the Sections 159 and 162 of the Act.

**AUDIT**

170. Accounts to be audited

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

171. 1) The first Auditor of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

Provided that;

- a) The Company, may at General Meeting remove any such Auditor or all or any such Auditors and appoint in his or their places any other persons or persons who have been nominated for appointment by any members of the Company, and of whose nomination, special notice has been given to the members of the meeting and
- b) If the Board fails to exercise its powers under this clause, the Company in General Meeting may appoint the first Auditor or Auditors.

- 2) The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of the meeting until the conclusion of the next Annual General meeting and every Auditor so appointed shall be intimated of his appointment within 7 days provided is made by the Company at any General Meeting a written certificate shall be obtained by the Company from the Auditor or Auditors proposed to be so appointed to the effect that the appointment or appointments if made will be in accordance with the limits specified in sub-section 1-B of Section 224. Every Auditor so appointed shall within 30 days of the receipt from the Company of the intimation of his appointment shall inform to the Registrar of Companies in writing that he has accepted or refused to accept the appointment.
- 3) Subject to the provisions of section 224 (1-B) and Section 224 -A any Annual General Meeting, a retiring Auditor, by whatsoever authority appointed, shall be reappointed unless;
  - a) he is not qualified for re-appointment.
  - b) he has given the Company notice in writing of his unwillingness to be reappointed;
  - c) a resolution has been passed at their meeting appointing somebody instead of him or providing expressly that he shall not be reappointed; or
  - d) Where notice has been given of an intended resolution to appoint some person, in the place of a retiring Auditor, and by reason of the death, incapacity or disqualification of the person or of all those persons as the case may be the resolution cannot be, proceeded with.
- 4) Where at an Annual General Meeting, no Auditors are appointed; the Central Government may appoint a person to fill the vacancy.
- 5) The company shall within 7 days of the central Government's power under sub-clause (4) becoming exercisable, give notice of that fact to the government.
- 6) The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues, the remaining Auditor or Auditors (If any) may act, where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the company in General Meeting.
- 7) A person, other than a retiring Auditor, shall not be capable to being appointed at an annual General Meeting unless special notice of a resolution of appointment of that person to the office of Auditor has been



given by a member to the company not less than 14 days before the meeting in accordance with Section 190 and the company shall send a copy to any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with the provisions of matter. The provisions of this sub-clause shall also apply to resolution that retiring Auditor shall not be re-appointed.

- 8) The persons qualified for appointment as Auditors shall be the only those referred to in Section 226 of the Act.
- 9) None of the persons mentioned in Section 226 of the Act as are not qualified for appointment as Auditors shall be appointed as Auditors of the company.
- 10) The Company or its Board of Directors shall not appoint or re-appoint any person or firm as its Auditors if such person or firm is at the date of such appointment or reappointment holds appointment as Auditors for the such specified number of Companies of more than the specified no of companies, provided that in the case of the firm of auditors specified number of companies shall be constructed as specified as specified number of companies per partner of the4 form, provided further that where any partners of the firm is also a partner of any other firm of Auditors the number of companies which may be taken into account by all the firms together in relation to such partner shall not exceed the specified number in aggregate. Provided also that where any partner of firm of Auditors is also holding office in this individual capacity as Auditor of one or more companies the number of companies which may be taken into account in his case shall not exceed the specified number in the aggregate. Specified number means in the case of person or firm holding appointment as Auditors of a number of companies each of which has paid to share capital of less than Rs.25 lakhs, 20 Companies and in other cases 20 companies out of which not more than ten shall be companies each of which has a paid up share capital of 25 lakhs or more.

#### 172. Audit of Branch Officers

The Company shall comply with the provisions of sec.228 of the Act in relation to the audit of the accounts of Branch Offices of the Company

#### 173. Remuneration of Auditors

The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill any casual vacancy may be fixed by the Board.

174. 1) Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be

entitled to require from the Directors and Officers of the Company such information and explanation as may be necessary for the performance of his duties as Auditor.

- 2) All notices of, and other communications relating to any General Meeting of the Company which any member of the Company is entitled to have sent to him shall also be forwarded to the auditor and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.
- 3) The Auditor shall make a report of the members of the company on the accounts examined by him and on every Balance Sheet and Profit & Loss Account and on every other document declared by the Act to be part of or annexed to the Balance Sheet of Profit & Loss Account which are laid before the company in General Meeting during his tenure of office and the Report shall state whether, in his opinion and to the best of his information and according to the explanations given to him, the said accounts give the information required by the Act in the manner so required and give a true and fair view.
  - (i) In the case of Balance sheet of the state of the company's affairs as at the end of its financial year and
  - (ii) In the case of the Profit & Loss Account of the profit or loss for its financial year.
- 4) The Auditors' Report shall also state:-
  - (a) whether he has obtained all the information and explanations for the purpose of his audit;
  - (b) whether in his opinion, proper books of account as required by law have been kept by the Company so far as it appears from his examination of those books, and proper returns adequate for the purpose of his audit have been received from branches not visited by him.
  - (c) whether the report on the accounts of any Branch Office audited under Section 228 by a person other than the company's Auditor has been forwarded to him as required by clause (c) of sub-section (3) of Section 228 of the Act and how he has dealt with the same in preparing Auditors Report; and
  - (d) whether the Company's Balance Sheet and Profit & Loss Account dealt with by Report are in agreement with the book of account and returns.

- 5) Whether any of the matters referred to on items (i) and (ii) Sub-clause (3) above or in items (a), (b), (c) and (d) of sub-clause (4) above is answered in the negative or with a qualification, the Auditors' Report shall state the reason for the answer.
  - 6) The accounts of the company shall not be deemed as not having been properly drawn up on the found merely that the company has not disclosed certain matters if;
    - (a) those matters are such as the Company is not required to disclose by virtue of any provisions contained in the Act or any other Act, and
    - (b) These provisions are specified in the Balance Sheet and Profit & Loss Account of the company.
  - 7) The Auditors' Report shall be read before the company in General Meeting and shall be open to inspection by any member of the company
175. Accounts when audited & approved be conclusive except as to errors discovered within 3 months

Every account of the Company when Audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein 3 months after the approval thereof when ever any such error is discovered within that period the account shall forthwith be corrected, and shall henceforth be conclusive.

## **SERVICE OF DOCUMENT AND NOTICE**

176. Service of documents on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by Regd. Post, or by leaving it at its Registered Office.
177. How documents is to be served on members
- 1) A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition process, order, judgment of any other documents in relation to or in the winding up of the company) may be served or sent by the Company on or to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address in India) to the address. If any within India supplied by him to the Company for the giving of notices to him.
  - 2) All notices shall, with respect to and registered shares to which persons are entitled jointly, be given to whichever of such person is named first in the register and notice so given shall be sufficient notice to all the holders of such share.

3) Where a document is sent by post.

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

178. Member to notify address in India

Each registered holder of shares from time to time notifying in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed his place of residence.

179. Service on members having no registered addressing

If a member has not registered an address in India, and has not supplied to the Company an address within India, for the giving of notices to him a document advertising in a newspaper circulating in the neighborhood of registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

180. Servicing on persons acquiring shares on death or insolvency of members

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

181. Persons entitled to Notice of Meetings

Subject to the provisions of the Act and these Articles, Notice of General Meeting shall be given:

- (i) To the members of the Company as provided by the Articles, in any manner authorized by Articles 178 and 180 as the case may be or as authorized by the Act;
- (ii) To the persons entitled to a share in consequence of the death or insolvency of members as provided by article 180 or as authorized by the Act;
- (iii) To the Auditors for the time being of the company, in the manner authorized by Article 178 as is the case of any member of members of the company.

**182. Notice by Advertisement**

Subject to the provision of the Act any document required to be served or sent by the Company on or to the members, or any of them and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in newspaper circulating in the District in which the Registered office is situated.

**183. Members bound by document given to previous holders**

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

**184. Any notice to be given by the Company shall be signed by the Managing Director or such Director or officer as the Directors may appoint. The signature to any notice to be given by written or printed or lithographed.**

**AUTHENTICATION OF DOCUMENTS**

**185. Authentication of documents & proceeding**

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed may be signed by a Director, the Managing Director, the Manager, the Secretary or an authorized officer of the Company and need not be under its seal.

**WINDING UP**

**186. Application of assets**

Subject to the provisions of the Act as to preferential payments the assets of the Company shall on its winding up be applied in satisfaction of its liabilities *pari passu* and subject to such Application shall be distributed among the members according to their rights and interests in the Company.

**187. Division of asserts of the Company specie**

It the Company shall be wound up whether voluntarily or otherwise, the liquidators may, with the sanction of a special resolution divide among the contributories in specie or kind, any part of the asserts of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit in case any shares to be divided as aforesaid involve a liability to calls or otherwise any persons entitled under such division to an of the said shares may within 10 days after the passing of the special resolution by notice in writing direct liquidators to sell this proportion and pay him the net proceeds and the liquidators shall, if practicable, act accordingly.

**INDEMNITY & RESPONSIBILITY**

**188. Director's & other right to indemnity**

- a) Subject to the provisions of section 201 or the Act, The Managing Director and every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against any liability, and it shall be the duty of Directors out of the fund of the Company to pay all costs and losses and expenses (including traveling expenses) which such Director, Officer or employee may incur..... become liable to by reason of nay contract entered into or act or deed...done by him as such Managing Director, Director, Officer or Employee or in any way in the discharge of his duties.
- b) Subject as aforesaid the Managing Director and every Director, Manager, Secretary or other Officer or Employee of the Company shall be indemnified against any liability incurred by them or him in defending any proceedings whether civil or criminal in which judgment is given in their or 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 given to him by the Court.

**189. Not responsible for acts or other**

- 1) Subject to the provisions or section 201 of the Act, no Director of other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other acts for conformity of for any loss or expense happening to the Company through insufficiency or deficiency of property to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act or any person, company or corporation, with whom any moneys,

securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless, the same happen through his own willful neglect act or default

- 2) Without prejudice to the generality of foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with the Registrar of Companies in respect of any act done or required to be done by any Director or other officer by reason of his holding the said office, shall be paid and borne by the Company.

## **SECRECY CLAUSE**

### **190. Secrecy**

No member shall be entitled to inspect the Company's works without the permission of Director or Managing Director, or to require discovery of or any information respecting any detail of the company's trading or any matter which is or may be in the nature of trade secret, mystery or trade, secret process which may relate to the conduct or the business of the company and which in the opinion of the Directors it will be expedient in interests of the Members of the Company to communicate to the public.

### **191. Duties of Officers to observe secrecy**

Every Director, Managing Director, Manager, Secretary, Auditor, Trustees, Members of a Committee, Officer, servant, Agent, Accountant, or other persons employed in the business or the company shall if so required by the Directors before entering upon his duties, or at any time during his term of office, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and state of Accounts and in matters relating thereto, and shall by such declaration, pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or any meeting or by a Court of 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 of those Articles or Law.

Sl No.	Names, descriptions, occupations, addresses and Signatures of subscribers	Name, Signature, address occupation and description of witness
1.	Sd/- G. SUBRAMANIAM/O S/o. Sri. R. Gangadharan 1-2-56/62, 1 Floor, Gagan Mahal Rd, DomalgudaHyderabad - 500029. Management Consultant	
2.	Sd/- P.S. GIRI RAO S/o Late Sri P.V. Raju 1-10-220, Ashok Nagar Hyderabad - 500020. Service	A. RAMASUBRAMANIAN S/o Dr. R.Appadurai 66, Srinagar Colony Hyderabad - 500 873 Management Consultant
3.	Sd/- S. R.CHARYULU S/o Sri S.N. Charyulu C/o S. Dikshitulu H.No.1-106, Chaitanyapuri Hyderabad - 500036 Service	
4.	Sd/- C.S.V.L.N. PRASAD S/o Sri C. Sitarama Shastry 218/3 R.T. Saidabad Colony Hyderabad - 500659. Service	



Sl No.	Names, descriptions, occupations, addresses and Signatures of subscribers	Name, Signature, address occupation and description of witness
5.	Sd/- SMT. GIRIJA VAVILALA W/o Sri B. Vavilala F-3, Samrat Complex, Saifabad, Hyderabad - 500004 Service	
6.	Sd/- T. RAM GOPAL RAO S/o Sri T. Chalapati Rao H.No.2/32, Sharif Nagar Colony Beside Chaitanayapuri Hyderabad - 500036 Service	A. RAMASUBRAMANIAN S/o Dr. R.Appadurai 66, Srinagar Colony Hyderabad - 500 873 Management Consultant
7.	Sd/- G. PRASAD S/o Sri Krishnaiah SRT, 33, Javahar Nagar Hyderabad - 500020 Service	

Date : 27th December 1983.

Place : Hyderabad