

THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)

(Incorporated under the companies Act, 1956)

ARTICLES OF ASSOCIATION

OF

MASK INVESTMENTS LIMITED

The following Regulations comprised in these Articles of Association were adopted pursuant to the Shareholders' Resolution passed by the Postal Ballot Notice to all the members of the Company circulated on 12th December, 2016 and the result of which was declared on 18th January, 2017, in substitution for, and to the entire exclusion of, the earlier Regulations comprised in the extant Articles of Association of the Company.

1.	To the extent of specific provisions contained in these Articles, the regulations contained in Table F of Schedule I to the Companies Act, 2013, shall not apply to this Company, but the regulations for the management of the Company and for the observance of the Members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the repeal of, alteration of, or addition to, its regulations by resolution, as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles. To the extent of any specific provisions not contained in these Articles but contained in Table F of Schedule I to the Companies Act, 2013, such regulations contained in Table F in the Schedule I to the Companies Act, 2013, in so far as they are applicable to a Public Company shall apply to this Company as if such regulations are contained in these Articles.	Table F not to apply but Company to be governed by these Articles
	INTERPRETATION	
2. (I)	In the Interpretation of these Articles, unless repugnant to the subject or context:-	Interpretation clause
	"The Company" or "This Company" Means MASK INVESTMENTS LIMITED.	"The Company" or "This Company"
	"The Act" means the Companies Act, 2013, or any statutory modification or re-enactment thereof for the time being in force and the terms shall be deemed to refer to the applicable sections thereof which is relatable to the relevant Article in which the said terms appear in these Articles and any previous company law, so far as may be applicable.	"The Act"
	Unless the context otherwise requires, words or expression contained in these Article shall bear the same meaning as in the Act or the Rules, as the case may be or any statutory modification thereof in force at the date at which these articles become binding on the company.	Expression in the Article to bear the Same meaning as in the Act
	"Alter" or "alteration" includes the making of additions, omissions, and substitutions	"Alter" or "alterations"
	"Annual General Meeting" means a general meeting of the members held in accordance with the provisions of the Act and Rules made there under and any Adjourned holding thereof.	"Annual Meeting" General

	"Articles" means these articles of association of the company or as altered from Time to time.	"Articles"
	"Auditors" means and include those persons appointed as such for the time Being by the Company.	"Auditors"
	"Authorized Capital" or "Nominal Capital" means such capital as is authorized by the Memorandum of the Company to be the maximum amount of share capital of the Company.	"Authorized Capital" or "Nominal Capital"
	"Beneficial Owner" shall mean beneficial owner as defined under Depositories Act, 1996.	"Beneficial Owner"
	"Board" or "Board of Directors" means a Board or a collective body of the Directors of the Company	"The Board" or "The Board of Directors"
	"Capital" means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.	"Capital"
	"Charge" means an interest or lien created on the property or assets of the Company or any of its undertakings or both as security and includes a mortgage.	"Charge"
	"Chief Executive Officer" means an officer of the Company, who has been designated as such by the Company.	"Chief Executive Officer"
	"Chief Financial Officer" means a person appointed as the Chief Financial Officer of the Company.	"Chief Financial Officer"
	"Company Secretary" or "Secretary" means a Company Secretary as defined in clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by the Company to perform the functions of a Company Secretary under this Act.	"Company Secretary" or "Secretary"
	"Debenture" includes debenture-stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the company or not.	"Debenture"
	"Debenture holder" means the duly registered holders from time to time of the Debentures of the Company.	"Debenture holder"
	"Depository" shall mean a Depository as defined under Depositories Act, 1996.	"Depository"
	"Depositories Act" shall mean Depositories Act, 1996 and any rules, regulations and bye-laws made there under and any statutory modification or re-enactment thereof for the time being in force.	"Depositories Act"
	"Director" means a director appointed to the Board of a Company.	"Director"
	"Directors" means the Directors for the time being of the Company or, as the case may be, the Directors assembled at a Board.	"Directors"
	"Dividend" means and includes interim dividend, and also includes a bonus.	"Dividend"
	"Extraordinary General Meeting" means an extraordinary general meeting of the members duly called and constituted and any adjourned holding thereof.	"Extraordinary General Meeting"
	"Employees' Stock Option" means the option given to the directors, officers or employees of the Company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date at a pre-determined price.	"Employees' Stock Option"
	Words importing the masculine gender also include the feminine gender	"Gender"
	"Global Depository Receipt" means any instrument in the form of a depository	"Global Depository"

	receipt, by whatever name called, created by a foreign depository outside India and authorized by the Company making an issue of such depository receipts.	Receipt"
	"Independent Director" means an Independent Director referred to in sub-section (5) of Section 149.	"Independent Director"
	"Issued Capital" means such capital as the Company issues from time to time for subscription.	"Issued Capital"
	"In writing" and "Written" include printing, lithography and other modes of Representing or reproducing words in visible form.	"In Writing" and "Written"
	"Key Managerial Personnel" means such officers as defined under Act and Rules made there under	"Key Managerial Personnel"
	"Listing Agreement" means an agreement entered with the stock exchanges where the Company is listed.	"Listing Agreement"
	"Managing Director" means a director who, by virtue of these Articles or an agreement with the Company or a resolution passed in its General Meeting, or by its Board of directors, is entrusted with substantial powers of management of the affairs of the Company and includes a director occupying the position of managing director, by whatever name called.	"Managing Director"
	"Member" means the duly registered holder from time to time of the Shares of the Company and includes the subscribers to the Memorandum of Association of the Company. Every person holding equity shares of the Company and whose name is entered as beneficial owner in the records of a Depository shall be deemed to be a member of the Company.	"Member"
	"Meeting" or "General Meeting" means a meeting of members	"Meeting" or "General Meeting"
	"Month" means a calendar month of the year	"Month"
	"Memorandum" means the Memorandum of Association of the Company as originally framed or as altered from time to time in pursuance of any previous Company law or of this Act.	"Memorandum"
	"Notification" means a notification published in the Official Gazette and the expression "notify" shall be construed accordingly.	"Notification"
	"Office" means the Registered Office for the time being of the Company.	"Office"
	"Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by the Act and Rules made there under.	"Ordinary Resolution" and "Special Resolution"
	"Officer" includes any director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board or any one or more of the directors is or are accustomed to act.	"Officer"
	"Paid-up share capital" or "share capital paid-up" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid-up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the Company, but does not include any other amount received in respect of such shares, by whatever name called.	"Paid-up share Capital" or "share capital paid-up"
	"Participant" means a person registered as such under Securities and Exchange Board of India Act, 1992.	"Participant"
	"Person" includes corporations and firms as well as individuals.	"Person"
	"Postal Ballot" means voting by post or through any electronic mode.	"Postal Ballot"
	"Prescribed" means prescribed by rules made under this Act.	"Prescribed"
	"Promoter" means a person who has been named as such in a prospectus or is identified by the Company in the annual return or who has control over the affairs	"Promoter"

	of the Company, directly or indirectly whether as a shareholder, director or otherwise or in accordance with whose advice, directions or instructions the Board of directors of the Company is accustomed to act expect a person who is acting merely in a professional capacity.	
	"Record" includes the records maintained in the form or books or stored in computer or in such other form as may be determined by regulation made by SEBI in relation to the Depositories Act.	"Record"
	"Register of Members" means the Register of Members to be kept pursuant to the Act and includes the Register of beneficial owners maintained by a Depository.	"Register of Members"
	"Registrar" means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situate and includes a Registrar, an Additional Registrar, a Joint Registrar, a Deputy Registrar or an Assistant Registrar, having the duty of registering companies and discharging various functions under the Act.	"Registrar"
	"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961 (43 of 1961).	"Remuneration"
	"Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.	"Rules"
	"Seal" means the Common Seal for the time being of the Company.	"Seal"
	"SEBI" means Securities and Exchange Board of India, established under Securities and Exchange Board of India Act, 1992.	"SEBI"
	"Securities" means such securities as may be specified by the SEBI from time to time.	"Securities"
	"Share" means share in the share capital of the Company and includes stock except when a distinction between stock and share is expressed or Implied.	"Share"
	"Words importing the singular number include, where the context admits or requires, the plural number and vice-versa.	"Singular number"
	"Subscribed capital" means such part of the capital which is for the time being subscribed by the Members of the Company	"Subscribed capital"
	"Tribunal" means the National Company Law Tribunal constituted under Act and Rules made there under and includes Appellate Tribunal constituted under the Act.	"Tribunal" or "Appellate tribunal"
	"Whole-time director" includes a director in the whole-time employment of the Company.	"Whole-time director"
	"Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by the Act and Rules made there under.	"Year" and "Financial Year"
(II)	Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company. In case any word is not defined in the Act but defined in the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or the Securities and Exchange Board of India Act, 1992 (15 of 1992) or the Depositories Act, 1996 (22 of 1996) shall have the meanings respectively assigned to them in those Acts.	"Meaning of words not defined in the Articles"
(III)	The provisions in these Articles relating to shares shall mutatis mutandis apply to any other securities including debentures of the company.	Provisions as to transfer of shares to apply mutatis mutandis debentures x1etc.

(IV)	The marginal notes used in these Articles shall not affect the construction thereof. Save as aforesaid any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.	"Marginal Notes" and "Catch Lines"
	SHARE CAPITAL AND VARIATION OF RIGHTS	
3.	The Authorized Capital of the Company is or shall be such amount as stated in Clause V of the Memorandum of the Company, for the time being or as may be varied, from time to time, under the provisions of the Act, and divided into such numbers, classes and descriptions of shares and into such denominations as stated therein.	Share Capital
4.	Subject to the provisions of these Articles and of the Act, the shares/securities (including any shares forming part of any increased capital of the Company) shall be, under the control of the Directors. who may issue, allot or otherwise dispose of the same or any of them to such persons in such proportion on such terms and conditions and either at a premium or at par and at such times as the Directors may from time to time think fit and subject to the sanction of the Company in General Meeting, with full power, to give any person the option to call for or be allotted shares of any class of the Company either (subject to the provisions of the Act and Rules made there under at a premium or at par or at a discount or in any other manner as provided under the Act, and such option being exercisable for such time and for such consideration as the Directors think fit. The Board shall cause to be filed the returns as to allotment provided in the Act and Rules made there under.	Shares/ Securities under control of Directors
5.	The Company may issue equity shares with voting right and/or with differential voting rights as to dividend, voting or otherwise and preference shares in accordance with these Articles, the Act, the Rules and other applicable laws.	Kinds of Share Capital
6.	Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.	Directors may allot shares otherwise than for cash
7.	In addition to and without derogating from the powers for that purpose conferred on the Board under these Articles, the Company in general meeting may, subject to the provisions of the Act and Rules made there under, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such person (whether members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of the Act and Rules made there under) at a premium or at par or 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.	Power also to Company in General Meeting to issue shares
8.	The Company in General Meeting may, from time to time, increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct and if no direction be given, as the Directors shall determine and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at general meeting of the Company in conformity with the Act	Increase of capital by the Company, and how carried into effect

	and Rules made there under. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of the Act and Rules made there under. Subject to the provisions of the Act and Rules made there under, equity shares may also be issued with differential rights as to dividend, voting or otherwise.	
9.	Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered as part of the existing capital and shall be subject to the provisions herein Contained, with reference to the payment of calls and installments. Forfeiture, lien, surrender, transfer, transmission, voting and otherwise. However, the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.	New capital same as existing capital
10.	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.	Redeemable Preference Shares
11.	On the issue of Redeemable Preference Shares under the provisions of Article 9 hereof, the following provisions shall take effect:-	Provisions to apply on issue of Redeemable Preference Shares
	(a) no such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption;	
	(b) no such shares shall be redeemed unless they are fully paid;	
	(c) the premiums, if any, payable on redemption must have been provided for out of the profits of the Company or out of the Company's Share Premium Account, before the shares are redeemed;	
	(d) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed; and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in the Act and Rules made there under, apply as if the Capital Redemption Reserve Account were paid up share capital of the Company.	
12.	Subject to the provisions of the Act and Rules made there under, the Company in general meeting may, from time to time, sub-divide or consolidate its shares or any of them and the resolution whereby any share is subdivided may determine that as between the holder of the shares resulting from such sub-division one or more of such shares shall have same preference or special advantage as regards dividend, capital or otherwise over or as compared with the others or other. Subject as aforesaid, the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. Such cancellation of shares shall not be deemed to be reduction of share capital.	Sub-division, Consolidation and cancellation of shares
13	Whenever the share capital of the company, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to the shares of each class may, subject to the provisions of the Act and Rules made there under, be modified, commuted, affected or abrogated or dealt with by an agreement between the Company and any person purporting to contract on behalf of that class, provided such an	Modification / Variation of Rights

	agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued shares of that class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of shares of that class. To every such separate meeting, the provisions of these regulations relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.	Provisions as to General Meetings to apply mutatis mutandis to each meeting of the holder of the shares
14.	(a) Where at any time it is proposed to increase the subscribed capital of the Company by allotment of further shares, whether out of unissued share capital or out of the increased share capital, then such further shares shall be offered (i) 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 by sending a letter of offer. Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined. Such offer shall also 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. After the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as they think most beneficial to the Company. (ii) to employees under a scheme of employees' stock option, subject to special resolution passed by company; (iii) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed. (b) Notwithstanding anything contained in sub-clause (a) above but subject, However, to the Act and Rules made there under, the Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares, or to subscribe for shares in the Company.	Further issue of capital
	(c) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.	
15.	A further issue of shares may be made in any manner whatsoever as the Board may determine, including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.	Board to determine the mode of further issue of Shares
	SHARES AND CERTIFICATES	
16.	The provisions of these Articles relating to shares shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to shares to apply mutatis mutandis to any other securities and debentures, etc.
17.	Any application signed by or on behalf of an applicant for shares in the Company,	Acceptance of Shares

	followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose name is on the Register shall, for the purposes of these Articles, be a Member.	
18.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such shares become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.	Deposit and call, etc. to be a debt payable immediately
19.	Every member or his heirs, executors or administrators shall pay to the Company the portion of the capital represented by his share or shares which may for the time being, remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall, from time to time in accordance with the Company's regulations, require or fix for the payment thereof.	Liability of Members
20.	(1) The Company shall keep and maintain the following Register(s) in accordance with the Act and Rules made there under and such Register(s) shall include an index of the names included therein: (i) register of members indicating separately for each class of equity and preference shares held by each member residing in or outside India; (ii) register of debenture-holders; and (iii) register of any other security holders.	Register and Index of Members & Other Security holders
	(2) The Company shall be entitled to keep in any State or country outside India a Branch Register / Foreign Register containing the names and particulars of the members, debenture-holders, other security holders or beneficial owners residing in that State or Country outside India.	Branch Register / Foreign Register
	(3) (a) Notwithstanding anything herein contained a person whose name is at any time entered into the Register of Members of the Company as the holder of a share in the Company, but who does not hold the beneficial interest in such share shall, within the time prescribed after his becoming such holder, make a declaration in the manner provided in the Act and Rules made there under;	Declaration by person not holding beneficial interest In any shares
	(b) A person who holds a beneficial interest in a share or a class of shares of the Company shall, within the time prescribed, after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest. particulars of the person in whose name the shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in the Act and Rules made there under;	
	(c) Whenever there is a change in the beneficial interest in a share referred to above, the beneficial owner shall, within the time prescribed from the date of such change, make a declaration to the Company in such form and containing such particulars as may be prescribed as provided in the Act and Rules made there under;	
	(d) Where any declaration referred to above is made to the Company, the Company shall make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration.	
21.	Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall	Trusts not recognized

	not, except as ordered by a Court of competent jurisdiction or as by law required be bound to recognize any trust, benami or equitable or other claim to or interest in such share on the part of any other person or any interest in any fractional part of a share whether or not it shall have express or other notice thereof.	
22.	Except when the Shares of the Company are held in a depository, the shares in the capital shall be numbered progressively according to their several denominations and except in the manner hereinbefore mentioned, no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares to be Numbered progressively.
23.	(a) Except where shares of the Company are held in Depository, every member or allottee of shares shall be entitled, to receive one or more certificates, specifying the name of the person in whose favour it is issued, the shares to which it relates and the amount paid-up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on Surrender to the Company its fractional coupons of requisite value, save in cases of right issues against letters of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the Seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their Attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or Whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.	Share Certificates
24.	(a) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide - (i) one certificate for all his shares without payment of any charges; or (ii) Several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board twenty rupees for each certificate, after the first.	Issue of Certificates.
	(b) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.	One certificate for shares held jointly.
	(c) Any two or more joint allottees of a share shall, for the purpose of this Article; be treated as a single member and the certificate of any share, which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. The Company shall comply with the provisions of the Act and Rules made there under or such other provisions of law in force for the time being.	Delivery of Share Certificates to Joint Holders.
	(d) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.	Certificate to bear Seal.
	(e) A Director may sign a share certificate by affixing the signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.	Affixing of signature on Share Certificate.

25.	(a) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. (b) The provisions of Articles (24) and (25) shall mutatis mutandis apply to debentures of the company.	Issue of new share certificate in place of defaced, lost or destroyed certificate
	(c) When a new share certificate has been issued in pursuance of clause (a) of this Article, it shall state on the face of it and against the stub or counter-foil to the effect that it "issued in lieu of share certificate No. --- sub-divided/ replaced on consolidation of shares".	
	(d) The consolidation of Share Certificates in whatever lot shall not be Refused.	
	(e) When a new share certificate has been Issued In pursuance of clause (d) of this Article, it shall state on the face of it and against the stub or counter-foil to the effect that it is "Duplicate issued In lieu of Share Certificate No. ----" .	
	(f) Where a new share certificate has been issued In pursuance of clause (a) or clause (d) of this Article, particulars of every such share certificate shall be entered in a Register of Renewal and Duplicate Certificate Indicating against the names of the persons to whom the certificate Is issued, the number and date of issue of the share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members, by suitable cross reference in the "Remarks" column.	
	(g) All blank forms to be issued for Issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board or a Committee thereof. The blank forms shall be consecutively machine numbered and the forms and the blocks, engraving, facsimiles and hues relating to the printing of such forms shall be kept in the custody of a Director or of such other person as the Board may appoint for the purpose and the Director or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.	
	(h) The Managing Director / Whole-time Director / Manager of the Company for the time being or, if the Company has no Managing Director / Whole-time Director Manager, then the "Officer who is in Default" under Act and Rules made there under, or in the absence of him, every Director of the Company shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates, except the blank forms of share certificates referred to in sub-Article (g).	
	(i) All books referred to in Sub-Article (h) shall be preserved in good order permanently.	
26.	Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder	Company not bound to recognize any Interest in share other than that of registered holder

	JOINT HOLDERS	
27.	(a) Where two or more persons are registered as the holders of any shares and no nomination is made by them, they shall be deemed to hold the same as joint-tenants with benefit of survivorship subject to the provisions following and to the other provisions of these Articles relating to joint-holders.	Joint-holders
	(b) The Company shall not be bound to register more than three persons as the joint-holders of any share.	Maximum number of Joint-holders
	(c) If no nomination is made, on the death of any one joint-holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title or interest in such share; but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.	Survivor of joint holders only recognized in case of Death of one or more joint holders
	(d) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share	Receipt of one sufficient
	(e) Only the 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 or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint holders.	Delivery of Certificate and giving of notice to first named holder
	(f) Any one of two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then the one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint holders shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by attorney or proxy stands first or higher(as the case may be) in the register in respect of such shares.	Vote of joint holders
	(g) Several executors or administrators of a deceased member in whose sole name any share stands, shall for the purpose of this clause, be deemed joint-holders in lieu of the deceased member.	Executors or Administrators as Joint Holders.
	(h) If any share stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meetings and the transfer of the shares, be deemed the sole holder thereof.	The first named of joint-holders deemed sole holder
28.	(a) The joint-holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share and for all Incidents thereof according to the Company's regulations.	Liability several as well as joint
	(b) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.	Provisions as to joint holders as to shares to apply mutatis mutandis to debentures, etc.
	(c) In respect of shares or other securities held in dematerialized form, the provisions relating to joint holders contained in these Articles shall apply mutatis mutandis to the joint beneficial owner.	Provisions relating to joint holder shall apply mutatis mutandis to the joint beneficial owner.

	NOMINATION	
29.	(1) Every holder of shares or holder of debentures of Company may at anytime, nominate in the prescribed manner, any person to whom his shares or debentures in the Company shall vest, in the event of his death.	Nomination can be made
	(2) Where the shares in, or debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom the rights in the shares or debentures of the Company shall vest, in the event of death of all the joint holders.	Nomination to prevail Over disposition, testamentary or otherwise
	(3) Where the nominee is a minor, it shall be lawful for the holder of the shares, or holder of debentures, to make the nomination to appoint in the prescribed manner, any person to become entitled to shares in, or debentures of, the Company, in the event of his death, during the minority.	Where the nominee is a minor
30.	(1) Any person who becomes a nominee by virtue of the provisions of the Act and Rules made there under, upon the production of such evidence as may be required by the Board and subject as hereinafter provided, elect either:	Transmission in case of Nomination
	(a) to be registered himself as holder of the share or debenture, as the case may be; or	
	(b) to make such transfer of the share or debenture, as the case may be, as the deceased shareholder or debenture-holder, as the case may be, could have made.	
	(2) If the person being a nominee so becoming entitled, elects to be registered as holder of the share or debenture, himself, as the case may be, he shall deliver or send to the company a notice in writing signed by him stating that he so elects and such notice shall be accompanied by the death certificate of the deceased shareholder or debenture holder, as the case may be.	
	(3) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfer of shares or debentures shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the notice or transfer were a transfer signed by that shareholder or debenture holder, as the case may be.	
	(4) A person, being a nominee, becoming entitled to a share or debenture by reason of the death 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 or debenture except that he shall not, before being registered a member in respect of his share or debenture, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.	
	(5) Provided that the Board may at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share or debenture until the requirements of the notice have been complied with.	
	DEMATERIALISATION AND REMATERIALISATION OF SECURITIES	
31.	(a) Notwithstanding anything to the contrary herein, the Company shall be	Company's Right to

entitled to dematerialize/rematerialise its shares, debentures and other securities (hereinafter referred to as "securities") pursuant to the Depositories Act and to offer its securities for subscription in a dematerialised mode or and to rematerialise its securities.	Dematerialise or rematerialise its securities
(b) A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in dematerialized form with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share(s) to enable the depository to enter in its records the name of such person as the beneficial owner.	Option to Investor to hold/receive shares in Dematerialized form
(c) Either the Company or the investor may exercise an option to issue, deal in hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto, shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modification thereto or re-enactment thereof.	Company to recognize interest in dematerialised securities under Depositories Act.
(d) Every person subscribing to or holding securities of the Company shall have the option to receive security certificates 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 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 arrange to issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a Depository, the Company shall furnish such Depository the details of allotment of the security/security held by him, and on receipt of the information, the Depository shall enter in its records the name of the allottee/holder as the beneficial owner of the security.	Option for investors.
(e) All securities of the Company held by a Depository shall be dematerialised and shall be in fungible form. Nothing contained in the Act and Rules made there under, shall apply to a Depository in respect of the Securities held by it on behalf of the beneficial owners.	Securities in Depositories to be in fungible form.
(f) Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.	Allotment of Securities dealt with by a Depository
(g) (i) Notwithstanding anything to the contrary contained in the Act or these Articles, Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owners.	Right of Depositories and Beneficial Owners
(ii) Save as otherwise provided in (i) 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.	
(iii) Every person holding shares of 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.	
(h) Nothing containing in the Act and Rules made there under shall apply to transfer of securities effected by the transferor and transferee both of whom are entered as beneficial owners in the records of a Depository. In the case of such transfer of securities where the Company has not issued any certificate	Transfer of Securities

	or certificates have been dematerialised subsequently and where such securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.	
	(i) Notwithstanding anything contained to the contrary in the Act or these Articles, 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 electronic mode or by delivery of floppies or discs.	Service of documents
	(j) Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals, and in such manner as may be specified by the bye-laws and the Company in that behalf.	
	(k) Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a Participant, the Company shall cancel such certificate and substitute in its records the name of Depository as the registered owner in respect of the said securities and shall also inform the Depository accordingly.	Cancellation of certificates upon surrender by a person
	(l) If a beneficial owner seeks to opt out of a Depository in respect of any security the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its records and shall inform the Company. The Company shall within thirty (30) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.	Option to opt out in respect of any security
	(m) Nothing contained in the Act or these Articles regarding the necessity of having distinctive number for securities issued by the Company shall apply to securities held with a Depository.	Distinctive number of securities held in a Depository
	(n) The Register and Index of beneficial owners maintained by a Depository under the Depositories Act shall be deemed to be the Register and index of Members and Register and Index of Debenture-holders as the case may be for the purpose of the Act.	Register and index of Beneficial Owners
	UNDERWRITING AND BROKERAGE	
32.	(1) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.	Power to pay commission in connection with securities issued
	(2) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.	Rate of commission in accordance with Rules
	(3) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.	Mode of payment of commission
	(4) The Company may pay brokerage to the extent and in the manner prescribed under the Act in connection with subscription to its securities	Power to pay Brokerage
	CALLS ON SHARES	
33.	The Board may, from time to time, (by means of resolution passed at its meetings of the Board not by Circular resolution) but subject to condition hereinafter	Directors may make calls

	mentioned, make such calls as they may think fit upon the members in respect of all moneys unpaid on their shares (Whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board. A call may be made payable by installments. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.	
34.	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.	Notice of Call
35.	A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed and may be required to be paid by installments.	Call to take effect from the date of resolution
36.	A call may be revoked or postponed at the discretion of the Board.	Call may be revoked or postponed
37.	The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Payment of calls by Joint-Holder.
38.	The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members whom, the Board may deem fairly entitled to such extension but no member shall be entitled to such extension save as a matter of grace and favour.	Directors may extend time
39.	All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.	Call on shares of same class to be on uniform basis.
40.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person, who for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	Installment on shares to be duly paid
41.	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine but nothing in this Article shall render it obligatory for the Board to demand or recover any Interest from any such member (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part	Calls to carry interest Board may waive interest
42.	Any sum, which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable. and in case of non-payment of such sum, all the relevant provisions of these Articles as to payment of Interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	Sums deemed to be calls Effect of non-payment of sums
43.	On the trial or hearing of any action or suit brought by the Company against any member or his representative for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove	Proof on trial of suit for money due on shares

	(a) that the name of the members, in respect of those shares the money is sought to be recovered appears entered on the Register of Members as the holder, at or subsequent to the date at which the money sought to be recovered has become due on the shares; (b) that the resolution making the calls is duly recorded In the Minutes Book: and (c) that notice of such call was duly given to the member or his representatives in pursuance of these Articles; and that It shall not be necessary to prove that appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matter designated at (a), (b) and (c), above shall be conclusive evidence of the debt.	
44.	(1) Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or Interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.	Partial payment not to preclude forfeiture
	(2) The Board— (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.	Payment in anticipation of calls may carry interest
	(c) The Board may agree to repay at any time the amount so advanced or may at any time repay the same upon giving to the member three months' notice in writing. Provided that money paid in advance of calls on any shares may carry interest but shall not confer a right to dividend or to participate in profits.	
	(d) No member paying any such sum in advance, shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.	
	LIEN	
45.	1) The Company shall have a first and paramount lien (i) upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and (ii) upon the proceeds of sale thereof, which should be restricted to all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares, and no equitable interest in any share shall be created except upon the footing and upon the condition that Article 26 (a) hereof is to have full effect. 2) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares. 3) Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien if any, on such shares.	Company to have lien on shares Lien to extend to dividends, bonus etc. Waiver of lien
46.	1) The company may sell, in such manner as the Board thinks fit, any shares on	As to enforcing lien by

	which the company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.	sale
	2) To give effect to any such sale, the Board may authorize one of their Members or any other Officer of the Company to transfer the shares sold to the purchaser thereof. 3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share comprised in any such transfer. 4) 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	Validity of sale Purchaser to be registered holder Purchaser not affected
47.	1) The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable. 2) The residue if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the persons entitled to the shares at the date of sale.	Application of proceeds of Sale Payment of residual money
48.	1) In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim. 2) The provisions of these Articles relating to calls/lien shall mutatis mutandis apply to any other securities including debentures of the company.	Outsider's lien not to affect Company's lien Provisions as to Transfer of shares to apply mutatis mutandis debentures etc.
	TRANSFER OF SHARES	
49.	(1) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee. (2) A common instrument of transfer shall be used which shall be in writing and the provisions of Act and Rules made there under and of any statutory modification thereof for the time being, shall be duly complied with in respect of all transfer of shares and the registration thereof. (3) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. (4) The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any	Instrument of transfer to be executed by transferor and transferee. Form of transfer Register of Transfers

	share.	
50.	(1) Subject to the provisions of the Act and Rules made there under or any other law for the time being in force the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to any shares or interest of a member in, or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer or intimation of such transmission, as the case may be, was delivered to the company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be, giving reasons for such refusal.	Board may refuse to register transfer
	(2) The Board may, subject to the right of appeal conferred by section 58 decline to register— (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.	Right of appeal
	(3) The Board may decline to recognize any instrument of transfer unless – (a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the company on any account whatsoever; except a lien on shares.	Board may decline to recognize instrument of transfer
51.	1) Where any instrument of transfer of shares has been delivered to the Company for registration and the transfer of such shares has not been registered by the Company, it shall notwithstanding anything contained in any other provision of these Articles shall;	Right to dividend., right shares and bonus shares to be held in abeyance pending registrations of transfer of shares
	(a) Transfer the dividend in relation to such shares to the Special Account referred to in the Act, unless the Company is authorized by the registered holder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and	
	(b) Keep in abeyance in relation to such shares any offer of rights shares and any Issue of fully paid-up bonus shares in pursuance of the provisions of the Act and Rules made there under.	
52.	Where, in the case of partly paid shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of the Act and Rules made there under.	Notice to transferee when to be given
53.	Except where the nomination is made, the Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of share made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right title or interest or be under	Company not liable for disregard of a notice prohibiting registration of a transfer

	any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.	
54.	No transfer shall be made to a minor or person of unsound mind or firm without the consent of the Board.	No transfer to minor or person of unsound mind
55.	Neither the Company nor its Directors shall incur any liability for registering or acting upon a transfer of shares or debentures apparently made by sufficient parties, although the same may be by reason of any fraud or other cause not known to the company or its Directors be legally inoperative or insufficient to pass the property in the shares or debentures proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares or debentures transferred or otherwise in defective manner. And in every such case the person registered as transferee, his nominees, his executors, administrators and assigns alone shall be entitled to be recognised as the holder of such share or debentures and the previous holder shall so far as the Company is concerned be deemed to have transferred his whole title thereto.	Indemnity against wrongful transfer
56.	No fees shall be charged for transfer or transmission of Shares/Debentures/any other securities of the company, for registering any letter of probate, letters of administration and similar other documents and for effecting splitting, consolidation, or for replacement of those Certificates of shares, debentures or securities which are old, defaced or worn out etc.	Fee on transfer or transmission
57.	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.	Transfer of shares when suspended
58.	The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the company.	Provisions as to transfer of shares to apply mutatis mutandis debentures.etc.
	TRANSMISSION OF SHARES	
59.	(1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares. Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.	Death of one or more joint holders of share
	(2) Except where nomination is made, the executors or administrators or holders of a Succession Certificate or the legal representatives of a deceased member (not being one or two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member and the Company shall not be bound to recognise such executors or administrators or holders of a Succession Certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration	Title to shares of deceased member

	or Succession Certificate, as the case may be, from a duly constituted Court in India; provided that in any case where the Board in its absolute discretion thinks fit the Board may dispense with the production of Probate or Letters of Administration or Succession certificate upon such terms as to indemnity or otherwise as the board in its absolute discretion may think necessary and register the name of any person who claims to be absolutely entitled under these Articles to the share standing in the name of deceased member, as a member.	
	(3) 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 properly be required by the Board and subject as hereinafter provided, elect, either— (a) to be registered himself as holder of the share; or (b) to make such transfer of the share as the deceased or insolvent member could have made.	Registration of persons entitled to shares otherwise than by transfer.
60.	(1) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.	Board's right unaffected
	(2) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.	Indemnity to the Company
61.	A person entitled to a share by transmission shall, subject to the right of the Directors to retain such dividends or money as hereinafter provided, be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share.	Person entitled may receive dividend without being registered as member
62.	(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 signed by him stating that he so elects.	Right to election of holder of share
	(2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.	Manner of testifying election
	(3) All the limitations, restrictions and provisions of these regulations relating to the right 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 or transfer were a transfer signed by that member.	Imitations applicable to notice
63.	A person becoming entitled to a share by reason of the death or 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 to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with	Claimant to be entitled to same advantage
64.	The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to transmission to apply mutatis mutandis to debentures, etc

	FORFEITURE OF SHARES	
65.	If a member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installments or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.	If call or installments not paid notice must be given
66.	The notice aforesaid shall: (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.	Form/Term of notice
67.	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.	In default of payment of shares to be forfeited
68.	Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.	Receipt of part amount or grant of indulgence not to affect forfeiture
69.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.	Entry of forfeiture in register of members
70.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	Effect of forfeiture
71.	(1) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.	Forfeited shares may be sold, etc.
	(2) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	Cancellation of forfeiture
72.	(1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.	Members still liable to pay money owing at the time of forfeiture
	(2) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.	Member still liable to pay money owing at time of forfeiture and interest

	(3) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.	Cesser of liability
73.	(1) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;	Certificate of forfeiture
	(2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;	Consideration / Title of purchaser and transferee of forfeited shares
	(3) The transferee shall thereupon be registered as the holder of the share; and	Transferee to be registered as holder
	(4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.	Transferee not affected
74.	Upon any sale after forfeiture or for enforcing a lien in for the share on any sale, re-allotment or disposal thereof exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	Validity of sales
75.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.	Cancellation of share certificate in respect of forfeited shares
76.	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	Surrender of share
77.	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	Sums deemed to be calls
78.	The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc
	ALTERATION OF CAPITAL	
79.	Subject to the provisions of the Act, the Company may, from time to time, by ordinary resolution, increase the share capital by such sum, to be divided into shares of such amount or such class, as may be specified in the resolution.	Increase in the share capital
80.	Subject to the provisions of section 61, the Company may, by ordinary resolution –	Power to alter share capital

	(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.	
81.	Where shares are converted into stock: (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles 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;	Shares may be converted into stock
	(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;	Right to stockholder
	(c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"member" shall include "stock" and "stock-holder" respectively.	
82.	The Company may, by special resolution (subject to any modification from time to time), reduce in any manner and with, and subject to, any incident authorized and consent required by law,- (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any securities premium account; and/or (d) any other reserve in the nature of share capital.	Reduction of capital
	CAPITALISATION OF PROFITS	
83.	(1) The Company in general meeting may, upon the recommendation of the Board, resolve — (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	Capitalisation
	(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards : (A) paying up any amounts for the time being unpaid on any shares held by such members respectively; (B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (C) partly in the way specified in sub-clause (A); and partly in that specified in sub-clause (B).	Sum how applied

	(D) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares; (E) The Board shall give effect to the resolution passed by the Company in pursuance of this Article	
84.	(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall - (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and (b) generally do all acts and things required to give effect thereto	Powers of the Board for capitalisation
	(2) The Board shall have power— (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and (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 other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.	Board's power to issue fractional certificate/ coupon etc.
	(3) Any agreement made under such authority shall be effective and binding on such members.	Agreement binding on members
	SHARE WARRANTS	
85.	(1) Subject to and in accordance with the provisions of the Act, the Company may issue share warrants in its discretion with respect to any share which is fully paid, upon 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 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 fees as the Board may from time to time require for the issue of a share warrant.	Power to Issue share warrants
	(2) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the share included in the deposited warrant.	Deposit of share warrant
	(3) Not more than one person shall be recognised as depositor of the share warrant.	
	(4) The Company shall, on two days' written notice, return the deposited share warrant to the depositor.	
86.	(1) Subject a 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	Privileges and disabilities of the holders of share warrants

	the Company or be entitled to receive any notices from the Company.	
	(2) The bearer of a share warrant shall be entitled, in all other respects, to the same privileges and advantages as if he was named in the Register of Members as the holder of the share included in the warrant, and he shall be a member of the Company.	
87.	The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal, in case of defacement, loss or destruction.	Issue of new share warrant or coupon
	SWEAT EQUITY	
88.	Subject to the provisions of the Act and Rules made there under, the Company may issue sweat equity shares.	Issue of sweat equity shares
	BUY-BACK OF SHARES	
89.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	Buy-back of shares
	BORROWING POWERS	
90.	Subject to the provisions of the Act and Rules made there under, the Board may, from time to time at its discretion by a resolution passed at a meeting of the Board, accept deposits from members, either in advance of calls or otherwise, and generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. Provided, however, where the moneys to be borrowed together with moneys already borrowed (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specified purpose), the Board shall not borrow such moneys without the consent of the Company in general meeting by means of a special resolution.	Power to borrow
91.	The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, notes, debentures convertible, redeemable or otherwise, perpetual or redeemable debenture-stock or any mortgage or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.	Conditions of Borrowing
92.	Any debentures, debenture-stock, bonds and other securities may be issued at, a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, or conversion, appointment of directors and otherwise. Debentures, debenture-stock, bonds and other securities may be made assignable free from any equities between the Company and the people to whom the same may be issued provided that Debentures, Debenture Stock, bonds or other securities with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting.	Terms of issue of Debentures. etc.

93.	The Board shall keep at its Registered office a Register of Charges in accordance with the provisions of the Act and Rules made there under which shall include therein all charges and floating charges affecting any property or assets of the company or any of its undertaking/s, indicating in each case such particulars as may be prescribed.	Register of mortgages to be kept
	GENERAL MEETINGS	
94.	(1) The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. (2) An Annual General Meeting of the Company shall be held within six months after the closing of each financial year, provided that not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. (3) Nothing contained in the foregoing provisions shall be taken as affecting the power conferred upon the Registrar under the provisions of the Act and Rules made there under to extend the time within which any Annual General Meeting may be held. (4) Every Annual General Meeting shall be called for a time during business hours on a day that is not a National Holiday, and shall be held 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 situate as the Board may determine. (5) Every member of the Company shall be entitled to receive notice of the general meetings to attend either in person or by proxy. (6) The Auditor/s of the Company shall be entitled to receive notice of the general meetings to attend either in person or through his authorized representative, duly qualified, any General Meetings and shall have the right to be heard at such meeting on any part of the business which concerns him as Auditor.	Annual General Meeting
95.	All general meetings other than annual general meeting shall be called extraordinary general meeting.	Extraordinary general meeting
96.	The Board may, whenever it thinks fit, call an Extraordinary General Meeting; If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board; and it shall on a requisition in writing by such number of members who hold, on the date of the receipt of the requisition, in the aggregate, not less than one tenth of such of the paid-up share capital which carries as at that date the right of voting in regard to the matter in respect of which the requisition has been made, call an extraordinary general meeting of the company within such period as specified in the Act and Rules made there under.	Powers of Board to call extraordinary general meeting
97.	Any valid requisition so made by members must state the object or objects of the meeting proposed to be called and must be signed by the requisitionists and be deposited at the office provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.	Requisition of Members to state object of meeting
98.	Upon the receipt of any such valid requisition, the Board shall forthwith call an Extra Ordinary General Meeting and if they do not proceed within twenty one days from the date of the requisition being deposited at the office to cause a meeting to	On receipt of requisition. Directors to call meeting and In default

	be called on a day not later than forty five days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the paid-up share capital held by all of them or not less than one tenth of such of the paid up share capital of the company as is referred to in the Act and Rules made there under, whichever is less, may themselves call the meeting but in either case, any meeting so called, shall be held within three months from the date of delivery of the requisition as aforesaid.	requisitionists may do so
99.	Subject to the provisions of the Act and Rules made there under, at least twenty-one days' notice of every General Meeting, Annual or Extraordinary specifying the place, date, day and the hour of the meeting and the general nature of the business to be transacted thereat, shall be given in the manner provided, to such persons as are under these Articles entitled to receive notice from the Company. Provided that a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than 95 per cent of the members entitled to vote at such meeting.	Twenty-one days' notice of meeting to be given
100.	The accidental omission to give any such notice as aforesaid to any of the members or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.	Omission to give notice not to invalidate a resolution passed
	PROCEEDING AT GENERAL MEETING	
101.	(1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.	Presence of Quorum
	(2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.	Business confined to election of Chairperson whilst chair vacant
	(3) The Quorum for a General Meeting shall be as per the provisions of the Act and Rules made there under	Quorum of General Meeting
102.	No General Meeting, Annual or Extraordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice
103.	A body corporate being a member shall be deemed to be personally present, if it is represented in accordance with the Act and Rules made there under.	Body corporate deemed to be personally present
104.	If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, the meeting, if convened by or upon the requisition of members shall stand dissolved, but in any other case the meeting shall stand adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to such other day and at such other time and place in the city or town in which the office of the Company is for the time being situate, as the Board may determine and if at such adjourned meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be the quorum and may transact the business for which the meeting was called. The chairperson, if any, of the Board shall preside as Chairperson at every general Meeting of the company.	If quorum not present, meeting to be dissolved or adjourned Chairperson of the Meetings
105.	If there is no such Chairperson, or if he is not present within fifteen minutes after	Directors to elect a

	the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.	Chairperson
106.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.	Members to elect a Chairperson
107.	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.	Casting vote of Chairperson at general meeting
108.	(1) The Company shall cause minutes of the proceedings of every General Meeting or any class of Members or creditors and every resolution passed by a postal ballot to be prepared and signed in such manner as may be prescribed by the Act and the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.	Minutes of proceedings of meetings and resolutions passed by postal ballot
	(2) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairperson of the same meeting within the aforesaid period of thirty days or in the event of death or inability of that Chairperson within that period by a Director duly authorised by the Board for the purpose.	
	(3) In no case the minutes of proceedings of meeting shall be attached to any such book as aforesaid by pasting or otherwise.	
	(4) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.	
	(5) All appointments of officers made at any meeting aforesaid shall be included in the minutes of the meeting.	Certain matters not to be included in minutes
	(6) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting :- (a) is, or could reasonable by regarded as defamatory of any person; or (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company.	
	(7) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.	
	(8) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	Minutes to be evidence
109.	1) The books containing the minutes of the proceedings of any General Meeting of the Company or a resolution passed by postal ballot shall:- (a) be kept at the registered office of the Company or such other place as may be permitted by the Act or Rules thereof ; (b) be open to inspection of any Member without any charge on all working days except Saturdays during such time as may be fixed by the Board.	Inspection of minutes book of General Meeting
	2) Any Member shall be entitled to be furnished, within time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on	Members may obtain copy of

	payment of such fees as may be fixed by the Board, with a copy of the minutes referred to in clause(1) above. Provided that a Member who has made request for provision of soft copy of the minutes of any previous General Meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.	minutes
110.	The Board, and also any person(s) authorized by it, may take any action before the commencement of any General Meeting or any meeting of a class of Members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final and right to attend and participate in the meeting shall be subject to such decision.	Powers to arrange security at meeting
	ADJOURNMENT OF MEETING	
111.	(1) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.	Chairperson may adjourn the meeting
	(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	Business at adjourned meeting
	(3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.	Notice of adjourned meeting
	(4) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	Notice of adjourned meeting not required
	(5) In case quorum is not present the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.	Adjournment of meeting when quorum not present
	VOTING RIGHTS	
112	(1) Subject to any rights or restrictions for the time being attached to any class or classes of shares - (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.	Entitlement to vote on show of hands and on poll
	(2) A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.	Voting through electronic means
113.	(1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.	Vote of joint-holders
	(2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Seniority of names
114.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by	How members non compos mentis and minor may vote

	his guardian or any one of his guardians.	
115.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in etc. respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members
116.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	Business may proceed pending poll
117.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.	Restriction on voting rights
118.	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.	Restriction on exercise of voting rights in other cases to be void
119.	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.	Equal rights of members
120	(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	
	PROXY	
121.	(1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.	Member may vote in person or otherwise
	(2) The instrument appointing a proxy and the power-of- attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 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.	Proxies when to be deposited
122.	An instrument appointing a proxy shall be in the form a prescribed in the Rules.	Form of proxy
123.	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.	Proxy to be valid notwithstanding death of the principal
124.	Any member entitled to attend and vote at a meeting of the company shall be	Appointment of proxy

	entitled to appoint a person (whether a member or not) as a proxy to attend and vote at the meeting on his behalf and if such member is a body corporate, by authorizing such person to act as its representative by furnishing a resolution of its Board of Directors or other governing body.	/Representation of Corporations
125.	A member present by proxy (other than representatives of body corporate) shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll.	Proxy to vote only on a poll
126.	The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarized certified copy of that power or authority, shall be deposited at the office not later than forty eight hours before the time for holding the meeting at which a person named in the instrument proposed to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument or proxy shall not be treated as valid.	Time Limit for appointing proxy
127.	Every Instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances admit, will be in any of the forms as prescribed under the Rules made under the Act.	Form of Proxy
128.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting.	
129.	No objection shall be made as to the validity of any vote, except at any meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.	Time for objections to vote
130.	The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairperson present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.	Chairperson of the meeting to be the judge of validity of any vote
	VOTE OF MEMBERS	
131.	At any General Meeting, a resolution put to vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result on a show of hands) ordered to be taken by the Chairperson of the meeting of his own motion or demanded by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five lakh rupees or such higher amount as may be prescribed under the Act and Rules made there under, has been paid up and unless a poll is so ordered to be taken or demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost; and that effect in the minute book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against that resolution.	Questions at General Meeting how decided
132.	In the case of an equality of votes, the Chairperson shall both on a show of hands or electronically and at a poll (if any) has a casting vote, in addition to the vote or votes to which he may be entitled as a member.	Chairperson's casting vote
133.	If a poll is demanded as aforesaid, other than for the adjournment of the meeting	Poll to be taken if

	or appointment of Chairperson, subject to provisions of the act and the rules there under, the same shall be taken at such time (not later than forty eight hours from the time when the demand was made) and in the city or town in which the office of the Company is for the time being situate and either by open voting or by ballot as the Chairperson shall direct and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.	demand
134.	Any poll duly demanded on the election of a Chairperson of a meeting or on any question of adjournment, shall be taken at the meeting forthwith.	In what case poll taken without adjournment
135.	Where a poll is to be taken, the Chairperson of the meeting shall appoint such number of persons as he deems necessary to scrutinize the poll process and votes given on the poll and to report thereon to him in the manner as may be prescribed. The Chairperson shall have power at any time before the result of the poll is declared to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause.	scrutinizer / Scrutinizers at Poll
136.	(1) The demand for a poll except on the questions of the election of the Chairperson and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
	(2) The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the Meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.	Powers to arrange security at meetings
	BOARD OF DIRECTORS	
137.	Subject to the provisions of the Act and Rules made there under, unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).	Board of Directors
	The First Directors of the Company are: 1. Mr. Narayan Sitaram Saboo 2. Mr. Naresh Sitaram Saboo 3. Mrs. Vijya Pankaj Dhoot	First Directors of the company
	The Company in General Meeting, may, subject to the provisions of these Articles and the Act, at any time elects any person to be a director.	Appointment of Directors
	A Director shall not be required to hold any share qualification.	Qualification of Directors
138.	All cheques, promissory notes, drafts, <i>hundis</i> , bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.	Execution of negotiable Instruments
139.	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.	Attendance register
140.	(1) All the Directors (Other than Independent Directors) including the Managing	Directors liable to retire

	Director(s) and Whole Time Director(s) shall be liable to retire by rotation. However, such retirement shall not be deemed as break in service, if such Managing Director(s) or Whole Time Director(s) are re-appointed immediately. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.	by rotation
	(2) The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company	Same individual may be Chairperson and Managing Director / Chief Executive Officer
141.	(1) Each Director will be entitled to be paid out of the funds of the Company by way of remuneration for his services, such sums as may be fixed by the Directors but not exceeding such sums as may be prescribed by the Act or the Central Government from time to time for any meeting of the Board or Committee attended by him.	Remuneration of directors
	(2) The remuneration of the directors shall, in so far as it consists of a monthly Payment, be deemed to accrue from day-to-day.	
	(3) Subject to the provisions of the Act, a Managing Director or Director who is in the whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.	Remuneration of Directors
	(4) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by a resolution passed by the Company in general meeting.	Remuneration to require members' consent
142.	In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid sitting fees and all travelling, hotel and other expenses properly incurred by them— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company	Sitting fees, Travelling and other expenses incurred by Directors
143.	The Board may pay all expenses incurred in getting up and registering the company.	
144.	(1) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	Appointment Of additional directors
	(2) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.	Duration of office of additional director
145.	(1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.	Appointment Of alternate director
	(2) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.	Duration of office of alternate director
	(3) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate	Re-appointment provisions applicable to Original Director

	director.	
146.	(1) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	Appointment of director to fill a casual vacancy
	(2) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated	Duration of office of Director appointed to fill casual vacancy
147.	Whenever the Company enter into a contract with any person or persons for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Company shall have, in accordance with the provisions of the Act, the power to agree that such person or persons shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the Agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification shares. The Directors may also be removed, from time to time, by the person or persons aforesaid who may appoint another or others in his or their place and also fill in any vacancy, which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatever. The Directors appointed or nominated under this Article, shall be entitled to exercise and enjoy all or any of the rights and privileges exercised & enjoyed by the Directors of the Company including the payment of remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with such person or persons aforesaid.	"Nominee Directors"
148.	Subject to the provisions of the Act, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement	Appointment of Nominee director
149.	Any trust deed for securing debenture or debenture stocks may if so arranged provide for the appointment from time to time by the trustees thereof or by the holders of the debentures stocks of some person to be a Director of the Company and may empower such trustees or holders or debentures or debenture stock from time to time to remove any Directors so appointed. The Director appointed under this Article is herein referred as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.	"Debenture Director"
150.	The Board shall consist of at least such number of Independent Directors as are statutorily required and such directors shall possess such qualification as may be prescribed under Act and shall be appointed for such tenure as prescribed by the Act and the Rules and they shall not be liable to retire by rotation and shall be paid, apart from sitting fees as referred in this Article such remuneration as may be decided by Board of directors in accordance with the approval granted by the Members in General Meeting, if required. Subject to the provisions of the Act and Rules made there under, and further subject to any other law for the time being in force, the Company may appoint any person as an Independent Director, and who shall act as such director, until disqualified to be so.	"Independent Directors"
151.	A Director may be or become a director of any company promoted by the Company or in which he may be interested as a vendor, shareholder or otherwise;	Director may be director of companies promoted

	and no such Director shall be accountable for any benefits received as director or shareholder of such company; except in so far as Section 197 or Section 188 of the Act may be applicable.	by the Company
152.	The office of a Director shall become vacant, subject to the provisions of the Act and Rules made there under.	When office of Director to become vacant
153.	The Company shall not appoint or employ or continue the appointment or employment of a person as its Managing Director or Whole-time Director or manager who: (a) is an undischarged insolvent or has any time been adjudged an insolvent; (b) suspends or has at any time suspended, payment to his creditors or makes, or has at anytime made a composition with them; or (c) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.	Certain persons not to be appointed Managing Director Whole time Director
154.	The Company shall keep at its office a Register containing the particulars of its Directors, Manager, and key managerial personnel as mentioned in the Act and Rules made there under, and shall otherwise duly comply with the provisions the Act.	Register of Directors and KMPs and their shareholding and notification of change in Register
155.	Every Director, Managing Director, Manager or key managerial personnel shall within thirty days of his appointment to any of the above offices to any other body corporate, disclose to the Company the particulars relating to his office in the other body corporate which are required to be specified under the provisions the Act and Rules made there under or any change taking place thereon.	Disclosure by a Director of appointment to any other body corporate
156.	Every Director and Key Managerial Personnel, shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section.	Disclosure by a Director of his holdings of shares and debentures of the Company
157.	A Director of the Company who is in any way, whether directly or indirectly concerned or interested in any contract or arrangement or proposed contract or arrangement entered into or to be entered into or interested shall disclose at a meeting of the Board in the manner provided in the Act and Rules made there under; provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into or be entered into between two companies where any of the Directors of the Company or two or more of them together hold not more than two per cent of the paid up share capital in any such other company.	Disclosure of interest
158.	No director shall be eligible for appointment as director of the Company, if he possesses any of the disqualifications stipulated under the Act or is disqualified to be appointed, pursuant to any order/notice issued by any Regulatory Authority(ies)	Disqualifications for appointment of director
159.	A general notice given to the Board by the Director to the effect that he is a Director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice be entered into with the body corporate or firm, shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for a further period of one financial year at a time by a fresh notice . No such general notice and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.	General Notice of Disclosure

160.	1) No director shall as a Director, take any part in the discussion or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly concerned or Interested in such contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however, that nothing herein contained shall apply to-	Interested Directors not to participate or vote in Board's proceedings
	(a) any contract of indemnity against any loss which the Directors or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company.	
	(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the Interest of the Director consists solely;	
	(i) in his being - (a) a Director of such company and (b) the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof he having been nominated as such Director by the Company, or	
	(ii) in his being a member holding not more than 2% of its paid up share capital.	
161.	Subject to and in accordance with the provisions of the Act and the Rules, directors and their related parties as defined under the Act and the Rules may enter into any contract permissible under the Act	Director may contract with Company
162.	The Company shall keep a Register in accordance with the provisions of the Act and Rules made there under and shall within the time specified therein record such of the particulars as may be relevant having regard to the application thereto, as the case may be. The Register aforesaid shall also specify, in relation to each Director of the Company, the names of the bodies corporate and firms in which notice has been given by him. The Register shall be kept at the office of the company and shall be open to inspection at such office, and extracts may be taken there from and copies thereof as may be required by any member of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of the Act and Rules made there under, shall apply accordingly.	Register of contracts in which Directors are interested
163.	At every Annual General Meeting of the Company, one third of such of the Directors for the time being as are liable to retire by rotational if their number is not three or a multiple of three, the number nearest to one-third number shall retire from office. The Independent Directors, Debenture Director, Managing Director, whole time director and Nominee Directors, if any, shall not be subject to retirement and shall not be taken into account in determining the rotation of retirement of the number of Directors to retire.	Retirement and rotation of Directors
164.	Subject to provisions of the Act. the Directors to retire at such Annual General Meeting shall be Directors other than Managing Director/Whole time Directors/Independent Directors/Debenture Director, nominee Director or Directors who by virtue of the provisions of any agreement with Central or any State Government or credit institutions are not liable to retire who shall have' been longest in office since their last election but as between persons who became Directors on the same day, those who are to retire, shall, in default of and subject to any agreement among themselves, be determined by lot.	Ascertainment of Directors retiring by rotation and filling of vacancies
165.	A retiring Director shall be eligible for re-election, subject to provisions of the Act and Rules made there under.	Eligibility for re-election

166.	Subject to the provisions of the Act and Rules made there under, the Company may fill up the vacated office at the General Meeting at which a Director retires by electing a person thereto. If the vacancy in the office of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, then the provisions of the Act shall apply accordingly.	Company to appoint successors in place of retiring director
167.	Subject to the provisions of the Act and Rules made there under, the Company may, by Special Resolution, from time to time, increase the number of Directors or reduce the number of Directors subject to the provisions of the Act and Rules made there under, specify any lesser number of companies in which a director of the company may act as directors. The Company in its sole discretion and may alter their qualifications and the Company may (subject to the provisions of the Act and Rules made there under) remove any Director before the expiration of his period of office and appoint another person in his stead. The person so appointed, shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.	Company may increase the number of Directors or specify the lesser number of directorships
168.	(1) Any person not being a retiring Director, shall not be eligible for appointment to the office of Director at any General Meeting unless he or some member intending to propose him has not less than fourteen day before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office along with a deposit of such amount as specified under the Act and Rules made there under which shall be refunded to such person or as the case may be to such member, if the person succeeds in getting elected as a Director or gets more than twenty-five percent of total valid votes cast either on show of hands or on poll on such resolution. (2) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under the provisions of the Act signifying his candidature for the office of the Director) proposed as a candidate for the office of a Director shall sign and file with the Company, the consent in writing to act as a Director, if appointed.	Notice of candidate for office of Director
	POWERS OF THE BOARD	
169.	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by any statute or otherwise directed or required to be exercised or done only in the general meeting of the Company; provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation would not have been made.	General powers of the Company vested in Board
170.	The Board may exercise all such powers of the Company and do all such acts and things as are not by the Act or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting; subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting. No regulation made by the Company in General Meeting, shall however, invalidate any prior act of the Board which would have been valid if that regulation had not been made.	Power of Board of Directors
171.	1) Provided that the Board shall not, except with the consent of the Company in General Meeting, exercise its powers which are expressly required to be exercised except with the consent of the shareholders in the general meeting: (a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the	Consent of company necessary for exercise of Certain Power

	undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole of any such undertaking; (b) remit or give time for the repayment of, any debt due by a Director; (c) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation; (d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will 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. Provided further that the powers specified in the Act and Rules made there under, shall subject to these Articles be exercised only at meetings of the Board. Unless the same be delegated to the extent therein stated; or (e) Contribute to bona fide and charitable and other funds, any amounts, the aggregate of which will, in any financial year, exceed five per cent of its average net profits for the three immediately preceding financial years.	
172.	Subject to the provisions of the Act and the Rules made there under, the company may engage in corporate social responsibility (CSR) activities, with such regulatory oversight as the Board may deem fit.	CSR Activities of the Company
173.	Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the company and they shall do so only by means of resolution passed at meetings of the Board. (a) To make calls on shareholders in respect of money unpaid on their shares; (b) To authorise buy-back of securities under section 68; (c) To issue securities, including debentures, whether in or outside India; (d) To borrow monies; (e) To invest the funds of the company; (f) To grant loans or give guarantee or provide security in respect of loans; (g) To approve Financial Statement and the Board's report; (h) To diversify the business of the company; (i) To approve amalgamation, merger or reconstruction; (j) To take over a company or acquire a controlling or substantial stake in another company; (k) To make political Contribution subject to Section 182 of the Act (l) To appoint or remove key Managerial personnel: (m) To take note of Appointment(s) of removal(s) of one level below the Key Managerial personnel: (n) To appoint internal auditors and Secretarial Auditor (o) To take note of the disclosure of Director's Interest and Shareholding: (p) To buy, sell Investments held by the company (other than trade investment), continuing five percent or more of the paid up share capital and free reserve of the investee company. (q) To invite or accept or renew public deposit and related matters (r) To review or change the terms and condition of the public deposit (s) To approve quarterly, half yearly and annual financial Statement or financial result as the case may be. Provided that the Board may by resolution passed at a meeting, delegate to any committee of directors or the Managing Director or any other principal officer of the company or a principal officer of any of its branch offices, the powers, specified in (d) to (f) of this clause to the extent specified below, on such conditions as the Board may prescribe.	Certain powers to be exercised by this Board Only at meetings.
174.	Every resolution delegating the power referred to in clause (1)(d) shall specify the total amount outstanding at any one time up to which money may be borrowed by the delegates; provided, however, that where the company has an arrangement with its bankers for the borrowing moneys by way of overdraft, cash credit or otherwise, the actual day to day operations of the overdraft, cash credit or other	

	accounts by means of which the arrangement made is availed of shall not require the sanction of the Board. Every resolution delegating the power referred to in clause (1)(e) shall specify the total amount upto which the funds may be invested and the nature of the investment which may be made, by the delegates Every resolution delegating the power referred to in clause (1)(f) shall specify the total amount up to which loans may be made by the delegates, the purpose for which the loans may be made for each such purpose in individual cases. Nothing in this Article contained shall be deemed to affect the right of the company in General Meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in (a), (c), (d), (e) and (f) of clause (1) above.	
175.	Without prejudice to the generality of the powers conferred by the last preceding Articles and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by these Articles and by the Act (but subject to the restrictions if any, contained in the last preceding Articles or the Act), it is hereby declared that the Directors shall have the following powers, that is to say, power:- (1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of any entity (including body corporate), in which the company is interested. (2) To pay and charge to the capital growth account of the Company commission or Interest lawfully payable there out under the provisions of the Act and Rules made there under. (3) Subject to the provisions of the Act and Rules made there under, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they think fit; and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory. (4) At their discretion and subject to the provisions of the Act to pay for any property, rights or privilege acquired by or services rendered to the Company either wholly or partially, in cash or in shares, bonds, debentures, mortgages or other securities of the Company, and any such shares, may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged. (5) To secure the fulfillment of any contracts or engagements entered Into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being on in such manner as they may think fit. (6) To accept from any member, as far as may be permissible by law, a surrender of his shares or any part thereof on such terms and conditions as shall be agreed. (7) To appoint any person to accept and hold in trust for the Company any property belonging to the Company in which it is interested, or for any other purposes; and to execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees. (8) To institute, conduct, defend. compound or abandon any legal proceeding by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Company and to refer any differences to arbitration and observe and perform any awards made thereon. (9) To act on behalf of the Company in all matters relating to bankrupts and	Certain Power of the Board

	insolvents. (10) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company. (11) Subject to the provisions of the Act and Rules made there under, to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company) or without security and in such manner as they may think fit, and from time to time to vary or realise such Investments. Save as provided in the Act and Rules made there under, all investments shall be made and held in the Company's own name. (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 whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, provisions covenants and agreements as shall be agreed upon. (13) To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose. (14) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company, and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company. (15) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widow and families or the dependents or connections of such persons, by building or contributing to the building of houses; dwellings or chawls, or by grants of money pension, gratuities. Allowance, bonus or other payments, or by creating, and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and to subscribe or contribute or otherwise to assist or to guarantee any charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation or of public and general utility or otherwise. (16) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund. or to an Insurance Fund, or as Reserve Fund or Sinking Fund or any special fund to meet, contingencies or to repay debentures or debenture-stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purpose referred to in the preceding clause), as the Board may, in its absolute discretion, think conducive to the interest of the company, and subject to the provisions of the Act, to invest the several sums so set aside or so much thereof as require to be invested, upon such investments (other than shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply, and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into special funds as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund or another Reserve Fund or division of a Reserve Fund and	
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	with full power to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of debentures or debenture stock and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interests at such rate as the Board may think proper. (17) To appoint, and at their discretion remove or suspend such managers, secretaries, assistants, supervisors, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their power and duties and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. And also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit; and the provision contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this Sub-clause. (18) To comply with the requirements of any local law Which in their opinion it shall In the Interests of the Company be necessary or expedient to comply with. (19) From time to time and at any time to establish any local Board for Managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such Local Boards and to fix their remuneration (20) Subject to the provisions of the Act and Rules made there under, from time to time and at any time delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board other than their power to make calls or to make loans or borrow moneys, and to authorise the members for the time being of any such Local Board. or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation. (21) At any time and from time to time by Power of Attorney under the Seal of the Company to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested In or exercisable by the Board under these presents and subject to the provisions of the Act and Rules made there under) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the members of any local Board established as aforesaid, nominees or managers of any company or firms or otherwise in favour of any fluctuating body of persons whether nominated directly or Indirectly by the Board and any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested In them. The Attorney and agents may also be appointed for management of the Company's affairs abroad. (22) Subject to the provisions of the Act and Rules made there under, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient. (23) From time to time, in accordance with the Act or any other Rules in force, to make and/or cause to be made, amend, vary, abrogate and repeal, any articles, bye-laws, rules and regulations concerning the administration and management and business of the Company, and Its officers and servants.	
176.	(1) Except with the consent of the Board of Directors given by the resolution at a	Director or related party

	meeting of the Board and subject to such conditions as stipulated in the Act and Rules made there under, the company may not enter into transactions with a Related Party as defined in the Act and Rules made there under. (2) If the contract or arrangement exceed such sums as prescribed under the rules made under the Act, then such contract or arrangement shall not be entered into, except with the prior approval of the company by a special resolution in which special resolution, no member of the company, shall vote, if such member is considered a related party in respect of that contract or arrangement, which may be entered into by the company. (3) Nothing aforesaid shall apply to any transactions or contracts or arrangements entered into by the company, if such transaction or contract or arrangement are in the ordinary course of business other than transactions/contracts/arrangements which are not on an arm's length basis.	may contract with Company, subject to the Act
177.	Subject to the provisions of the Act and Rules made there under, the Company or any of its units, under the superintendence, direction and control of the Board or of its committee, shall advance any loan or inter-corporate deposits to any of its directors or to any other person in whom the director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person, in its ordinary course of business, after charging interest at a rate not less than the bank rate declared by the Reserve Bank of India.	Loans to Directors, etc.
	PROCEEDINGS OF THE BOARD	
178.	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meeting, as it thinks fit. The Directors shall meet together as a Board for the dispatch of business from time to time and shall so meet at least four times every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board.	Meeting of Directors
179.	(1) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	When meeting to be Convened Who may summon Board meeting
	(2) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	Notice of meetings
	(3) The quorum for a Board Meeting shall be as Provided in the Act.	Quorum for Board meeting
	(4) If a meeting of the Board could not be held for want of a quorum, then the meeting shall stand adjourned to such other date and time (if any) as may be fixed by the Chairperson.	Adjournment of meeting for want of quorum
	(5) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means as prescribed in the Act or rules or permitted under the law, which are capable of recording and recognizing the participation of the directors and of recording and storing the proceedings of such meetings along with date and time.	Participation at Board meeting
180.	(1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of vote.	Questions at Board meeting how decided
	(2) In case of an equality of votes, the Chairperson of the Board, if any, shall	Casting votes of

	have a second or a casting vote.	Chairperson at Board meeting
181.	Directors shall not to act when number falls below the minimum. The continuing director/s may, act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing director or director may act for the purpose of increasing the number of director to that fixed for quorum, or of summoning a general meeting of the company, but for no other purpose.	Director not to act when number falls below minimum
182.	(1) The Board may elect a chairperson of its meeting and determine the period for which he is to hold office.	Chairperson of the Board
	(2) If no such Chairperson is elected, or if at any meeting the chairperson is not Present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their member to be Chairperson of the meeting.	Directors to elect a chairperson
183.	(1) The Board may, subject to the provision of the Act, delegate any of its powers to committees consisting of such members of its body as it thinks fit.	Delegation of powers
	(2) Any committee so found shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.	Committee to conform to Board regulations
	(3) The participation of directors in a meeting of the committee may be either in person or through video conferencing or audio or visual means or teleconferencing, as may be prescribed by the Rules or permitted under Law.	Participation at committee meeting
184.	(1) A Committee may elect a chairperson of its meetings unless the Board, while constituting a committee, has appointed a Chairperson of such committee	Chairperson of committee
	(2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Who to preside at meeting of committee
185.	(1) Subject to the provisions of the Act and directions of the Board of directors, a Committee may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.	Committee to meet
	(2) Question arising at any meeting of a committee shall be determined by a majority of votes of the members present.	Question at committee meeting how decided
	(3) In case of any equality of votes, the chairperson of the committee shall have a second or casting vote.	Casting of vote of Chairperson at committee meeting
186.	All acts done in any meeting of the Board or by a Committee of the Board or 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 or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such director or such person had been duly appointed, and was qualified to be a Director. and had not vacated his office or his appointment had not been terminated: Provided that nothing In this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be Invalid or to have terminated.	Acts of Board or committee valid notwithstanding defect of appointment
187.	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled	Passing of Resolution by Board

	to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at the meeting of the Board or committee, duly convened and held.	
188	The minutes of the meeting of the Board and the Committees thereof shall be prepared and kept in accordance with the provisions of the Act and the Rules.	Minutes of Board and Committee Meeting
	MANAGEMENT	
189.	The Company may appoint Managing or Whole time Director/Directors or Manager to manage its affairs for such period and on such remuneration and upon such terms and conditions and in the manner required by the Act as may be sanctioned by the Company as approved by the Central government wherever necessary. Any Managing Director/ Whole time Director so appointed shall not be liable to retire at any general meeting of the Company.	The Board may appoint Managing / Whole time Director
190.	Subject to the provisions and the superintendence of the Board, the Managing Director shall have the management of the affairs of the Company. Subject to the provisions of law and requisite permission/approvals of the Shareholders and Central Government, wherever required the remuneration of the Managing Director/ Whole time Director shall be such as may be determined by the Board from time to time and may be by way of monthly payment, fee for each meeting or participation in profits or by any or all these modes or any other mode not expressly prohibited by the Act.	
191.	The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel, namely:- (a) Managing Director (b) Manager	Prohibition of simultaneous appointment of different categories of managerial personnel
	SEAL	
192.	(a) The Board shall provide for the safe custody of the seal. (b) The Board shall provide a Common Seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. (c) The Company shall also be at liberty to have an official Seal for use in any territory, district or place outside India.	The seal, its custody and use
193.	(a) Every deed or other instrument to which the Seal of the Company is required to be affixed shall be signed by one Director provided that in respect of the Share Certificate the Seal shall be affixed in accordance with the provisions of the Act. 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 of the Directors to issue the same.	Deeds how executed
	(b) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two Directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	Affixation of Seal

	Chief Executive Officer, Manager, Company Secretary, and Chief Financial Officer	
194.	In accordance with the provisions of the Act and the Rules, the Company shall have Key Managerial Personnel as mentioned in the Act. The appointment of Key Managerial Personnel shall be in accordance with the provisions of the Act and Rules, if any.	Key Managerial Personnel
195.	Subject to the provision of the Act,- (a) A chief executive officer, manager, company secretary, and chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit, and chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officer for its multiple business.	Chief Executive officer, etc.
	(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	
	(c) The directors may from time to time appoint and at their discretion remove, a person to perform any function which by the Act or the Articles for the time being of the company are to be performed by the Secretary and to execute and other duties which may think fit from time to time be assigned to the Secretary by the Directors.	
	(d) A Key Managerial Personnel can be appointed as a director of any company, subject to compliance with the provisions of the Act.	
196.	A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.	Signing by Director and Chief Executive Officer etc.
	REGISTER	
197.	The company shall keep and maintain at its registered office all statutory registers, namely register of charges, register of members, register of debenture holders, register of any other security holder, and the register and index of beneficial owners, and annual return, register of loan ,guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may unless otherwise prescribe, decide and in such manner and containing such particulars as prescribed by the Act and the Rules. The Register of member, Index of Members and copies of Annual Returns with annexures thereto may be kept at such other place as may be approved by the Members by special resolution subject to the provisions of the Act and Rules. The registers and copies of annual return shall be open for inspection during 11.00 am to 1.00 p.m on all working days, other than Saturday, at the registered office of the company by the person entitled thereto on payment where required, of such fees as may be fixed by the Board but not exceeding the limit prescribed by the Rules.	Statutory Registers
198.	(a) The company may exercise the powers conferred on it by the Act with regards to the keeping of a foreign register; and the Board may (subject to the provision of the Act)make and vary such regulations as it thins fit respecting the keeping of any such register. (b) The foreign register shall be open for inspection and may be closed, and	Foreign register

	extracts may be taken there from and copies thereof may be required, in the same manner, multatis mutandis, as is applicable to the register of members.	
	DOCUMENTS AND NOTICE	
199.	A document or notice may be served or given by the Company on any member either personally or by sending it by post or by courier service to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him or by such electronic or other mode as prescribed in the Act.	Service of documents or notices on Members by Company.
200.	Where a document or notice is sent by post or by courier service or by such electronic or other mode as prescribed in the Act, service of the document or notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the document or notice provided that where a member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray his expenses of doing so; service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and. such service shall be deemed to have been effected in the case of a Notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.	
201.	A document or notice advertised in a newspaper circulating in the neighborhood of the Office shall be deemed to be duly served or sent on the day on which the advertisement appears on or to every member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him.	By Advertisement
202.	A document or notice may be served or given by the Company on or to the joint-holders of a Share by serving or giving the document or notice on or to the joint holder named first in the Register of Members in respect of the share	On joint-holder
203.	A document or notice may be served or given by the Company on or to the persons entitled to a share in consequence of the death or Insolvency of a member by sending it through the post in prepaid letter addressed to them by name or by the title of representatives of the deceased. or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.	On personal representatives
204.	Documents or notices of any General Meeting shall be served or given in same manner hereinbefore authorised or to (a) every member (b) every person entitled to a share in consequence of the death or insolvency of a member, and (c) the Auditor or Auditors for the time being of the Company.	To whom documents or notice must be served or given
205.	Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such share, which previously to his name and address being entered on the Register of members, shall have been duly served on or given to the person from whom he derives his title to such shares.	Members bound by documents or notices served on or given to previous holders
206.	Any document or notice to be served or given by the Company may be signed by a director or key managerial personnel or some person duly authorised by the Board of Directors for such purposes and the signature thereto may be written,	Document or notice by Company and signature thereto.

	printed or lithographed.	
207.	A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed by the Act. Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode.	Service of document or notice by member
208.	Save as provided in this Act, for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be prescribed in the Act.	Service of documents or notice to Registrar
	RECONSTRUCTION	
209.	On any sale of the undertaking of the Company, the Directors or the Liquidators on a winding up may, if authorised by a Special Resolution, accept fully paid or partly paid up shares, debentures or securities of any other company, whether incorporated in India or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company. The liquidators (In a winding up:, may distribute such shares, or securities, or any other property of the Company amongst the contributories without realisation or vest the same in trustees for them and may if authorised by Special Resolution provide for the distribution, or appropriation of the cash, shares or other securities, benefits of property otherwise, than in accordance with the strict legal rights of the contributories of the Company, and for the valuation of any such securities or property at such price and in such manner as the meeting may approve, and the contributories shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto, save such statutory rights (if any) under the Act as are incapable of being varied or excluded by these presents.	Reconstruction
	DIVIDENDS AND RESERVES	
210.	The company in general meeting may determine may declare dividends, but no dividend shall exceed the amount recommended by the board but the company in general meeting may declare a lesser dividend.	Company in general meeting may declare dividend
211.	Subject to the provision of the Act, the Board may from time to time pay to the members such interim dividend as appear to it to be justified by the profits of the company.	Interim dividends
212.	(1) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums at it thinks fit as a reserve or reserves which shall, at the discretion of the Board be applied for any purpose to which the profit of, the Company may be properly applied, including provisions for meeting contingencies or for equalising dividends; and pending such application, may at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time think fit.	Dividends only to be paid out of profits
	(2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of profits

213.	(1) Subject to the rights of the persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amount paid or credited as paid on the shares in the respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.	Division of profit
	(2) No amount as paid or credited as paid on a share in advance of calls shall be treated for the purpose of this Article as paid on the share.	Payment in Advance
	(3) All dividend shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for the dividend accordingly.	Dividends to be apportioned
214.	(1) The Board may deduct from any dividend payable to any member all sums of money, if any ,presently payable by him to the company on account of calls or otherwise in relation to the shares of the Company.	No member to receive dividend whilst indebted to the company and Company's right to reimbursement there from
	(2) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause herein before contained, entitled to become a member, until such person shall become a member in respect of such shares.	Retention of Dividends
215.	(1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holders, or in the case of the 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 person and to such address as the holder or joint holders may in writing direct.	Dividend how remitted
	(2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Instrument of payment
	(3) Payment in any way whatsoever shall be made at the risk of the person Entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made the payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	Discharge to company
216.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such shares.	Receipt of one holder sufficient
217	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend
218.	No dividend shall bear interest against the company.	No interest on dividend
219.	The Waiver in whole or in parts of any dividend on any shares by any document (whether or not under seal)shall be effective only if such document is signed by the members (or the person entitled to the shares in consequence of the death or bankruptcy of the holder) and delivered to the company and if or to the extent that the same is accepted as such or acted upon by the Board.	Waiver of dividends
220	Unclaimed dividend shall be dealt in the manner as prescribed under the	Unclaimed dividend

	provisions of the Act and the Rules and other applicable laws.	
	ACCOUNTS	
221.	(1) The Company shall maintain such book of accounts and book and papers as prescribed under the provisions of the Act and the Rules. Such book of account and book and paper shall be kept at such place as prescribed under the Act or as the Board of directors think fit subject to compliance with the applicable provisions of the Act. (2) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.	Maintenance of book of account
	(3) The book of accounts and books and papers of the company, or any of them, shall be open to the inspection of directors in accordance with the applicable provision of the Act and the Rules.	Inspection by Directors
	(4) No member (not being a director) shall have any right of inspecting any books of accounts or books and papers or document of the company except as conferred by laws or authorized by the Board	Restriction on inspection by members
222.	(1) The financial statements, book of accounts and other relevant books and papers of the Company shall be examined and audited in accordance with the provisions of the Act and the Rules. (2) Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Statutory Auditors shall be in accordance with the provisions of the Act and the Rules.	Accounts to be Audited Provisions relating to Statutory Auditors
223.	(1) In case the Company is required to maintain cost records and/or to get the same audited, the same shall be maintained and got audited, in the manner prescribed under the provisions of the Act and the Rules. (2) Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Cost Auditors shall be in accordance with the provisions of the Act and the Rules.	Cost records and Audit Provisions relating to Cost Auditors
224.	(1) In case the Company is required to get its secretarial records audited by a Secretarial Auditor, the same shall be got audited, in the manner prescribed under the provisions of the Act and the Rules. (2) Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Secretarial Auditors shall be in accordance with the provisions of the Act and the Rules.	Secretarial Audit Secretarial Auditors
	WINDING UP	
225.	Subject to the applicable provision of the Act and the Rules made there under- (a) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.	Winding up of Company

	(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any share or the other securities whereon there is any liability.	
	INDEMNITY, INSURANCE	
226.	(a) Every officer of the company shall be indemnified out of the funds of the company, to pay all costs, losses and expenses (including travelling expenses) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.	Officers right to indemnity
	(b) Every officer of the company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act or in which relief is granted to him by the court or the Tribunal.	
	(c) The company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the company for which they may be liable but have acted honestly and reasonably.	Insurance
	SECRECY	
227.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a committee. officer, servant, agent, accountant, consultant or other person employed or engaged in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto; and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	Secrecy Clause
	(b) No member shall be entitled to visit or inspect any works of the Company without permission of the Directors or to require discovery of or any information Respecting any details of the Company's trading, or any matter which is or may be in the nature of a trade secret. mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, would be inexpedient in the interest of the Members of the Company to communicate to the public.	Restriction on visiting or inspecting the Company's work by the Members
228.	Subject to the provisions of the Act, no Director or other officer of the Company shall be liable for the acts, deeds, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Board of 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	Directors/officer not responsible for acts of others

	shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of 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 dishonesty.	
	COPIES OF MEMORANDUM AND ARTICLES ETC. TO BE SENT TO MEMBERS	
229.	A copy of the Memorandum and Articles of Association of the Company and other documents referred to in the Act and Rules made there under, shall be sent by the Company to every member at his request within such time, and upon payment of such sum as may be provided under the Act or decided by the Board for each copy.	A copy of Memorandum and articles of Association to be sent by the Company
	GENERAL POWERS	
230.	Where ever in the Act, it has been provided that the company shall have any right, privilege or authority or that the company could carry out any transaction only if the company is so authorized by its Articles, then and in that case this article authorize and empowers the company to have such rights, privileges or authorities and to carry such transaction as have been permitted by the Act, without there being any specific Article in that behalf herein provided.	General powers
231.	Any provisions contained in these Articles shall, to extent to which it is repugnant to the provisions of the Act or the Rules, become or be void, as the case may be without affecting other regulations contained in these Articles.	Act to over-ride Articles in certain cases

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

Sr No.	Names, Addresses, Description & Occupation of each Subscription	Signatures	No. of Equity Shares	Signatures Witness with name description and Occupation
1.	LALIT BHAI DESAI S/o Ramniklal Desai 346, Saket Nagar, Main Road, INDORE (M.P.) BUSINESS	Sd/-	10 (TEN)	Common Witness to both the subscribers Sd/- SUNDERLAL MALVIYA Chartered Accountants C/o. S.M. MALVIYA & CO. Chartered Accountants 110, Neel Kanth Colony, INDORE (M.P.)
2.	SMT. HEENA DESAI W/o Lalit Bhai Desai 346, Saket Nagar, Main Road, INDORE (M.P.) House-hold	Sd/-	10 (TEN)	
		Total	20 (Twenty)	

Place: **SURAT**

Dated this ___ day of _____