

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT UPON CHANGE OF NAME ON CONVERSION  
TO PUBLIC LIMITED COMPANY**

COMPANY NO. 55-40101.....

NCT OF  
In the Office of the Registrar of Companies, Delhi & Haryana,  
(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF..... CUBICAL FINANCIAL SERVICES PRIVATE LIMITED  
.....

I hereby certify that..... CUBICAL FINANCIAL SERVICES PRIVATE  
LIMITED....., which was originally incorporated on  
..... ELEVENTH..... day of ..... MAY..... One Thousand Nine Hundred  
and..... NINETY..... under the Companies Act, 1956 (Act 1 of  
1956) under the name ...CUBICAL CONSTRUCTION PRIVATE LIMITED  
....., having duly passed the necessary Special  
Resolution on..... 22.9.94..... in terms of Section 31/21 read with  
Section 44 of the Companies Act, 1956, the name of the said Company is this day changed to  
..... CUBICAL FINANCIAL SERVICES LIMITED  
and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this ..... THIRTIETH.....  
day of ..... SEPTEMBER..... One Thousand Nine Hundred and Ninety... FOUR.....



*P. Sheela*  
( P. SHEELA )  
ASSTT. REGISTRAR OF COMPANIES  
NCT OF DELHI AND HARYANA

(THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**CUBICAL FINANCIAL SERVICES LIMITED**

- I. The name of the Company is CUBICAL FINANCIAL SERVICES LIMITED.
- II. The registered Office of the Company will be situated in the Union Territory of Delhi.
- III. The objects for which the Company is established are:-

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

1. To purchase, acquire, take on lease or in exchange or in any other such lawful manner any land, buildings and structures and to develop the same and dispose of or maintain the same and build township, markets or such other buildings, or related conveniences thereon and to equip the same or any part thereof with all or any amenities or conveniences such as drainage, electric, telegraphic, telephonic and television installations and to deal with the same in any manner.
2. To lay out, develop, construct, build, erect, demolish, re-erect, alter, repair or do any other such civil and constructional work in connection with any building or building schemes, roads, highways, sewers, bridges, canals, walls, dams, reservoirs, embankments, railways, airports, irrigations, reclamations, improvements, sanitary, water and power supply works or any other such structural or architectural work related thereto and for such purpose to prepare estimates, designs, plans, specification or models.
3. To acquire land and plots for colonization or otherwise sell plots, construct buildings and flats for sale on installments or otherwise and to act as real estate agents.
4. To carry on the business of Government civil contractors for construction of roads, buildings houses, flats, school complex consisting main building, playground, library, laboratory's building, hostels and residential flats, factory's sheds and building, dams, canals, tanks, bridges, hydel-projects, power-house, tunnels, culverts, drains, channels, sewages, gardens and such other pleasure grounds of all types.
5. To deal in all kinds of building materials and things used in construction line such as cement, lime, bricks, stones, wood, timbers, iron, aluminium and accessories used in construction and building job.
- \*6. To carry on the business of leasing and hire purchase and to acquire, maintain, sell, give on lease

\* Incorporated subsequent to the approval dated 28th October, 1994 taken from the Company Law Board, Northern Region Bench, New Delhi

or to provide on hire purchase basis all types of industrial and offices plant, equipment, machinery, vehicles, buildings and real estate, required for manufacturing, processing, transportation and trading business and other commercial and service businesses.

- \*7. To carry on the business as shares and stock broker and to buy, sell, or otherwise deal in shares, debentures, debentures-stocks, bonds, units, obligations and securities issued or guaranteed by Indian or foreign Governments, State, Dominions, Sovereign, Municipalities or Public Authorities or Bodies and shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued and guaranteed by any company, Corporation, firm or person whether incorporated or established in India or elsewhere.
- \*8. To carry on the business of the Issue House, Agents, Managers, Registrars to the Issue, Share Transfer Agents, Advisors, Consultants, Technical Consultants, System Analysts and Data Processors and to carry on the business of Underwriters, Sub-underwriters, Brokers, Consultants to issue of shares, debentures, bonds, fixed deposits and other securities and of syndication of loans, project finance, working capital facilities and deferred payment facilities.
- \*9. To act as financial consultants, management consultants and provide advice, services, consultancy in various fields, general administrative, secretarial, commercial, financial, legal economic, labour, industrial, Public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and dataprocessing.
- \*10. To receive money on deposit at interest or otherwise for fixed periods and lend money on any terms that may be thought fit and particularly to customers or other persons or corporations having dealings with the company. The company shall not carry on any business of banking as defined by the Banking Companies Act, 1949, or any statutory modification thereof.

**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:-**

- 1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and either to retain the same or turn the same to account, as may seem expedient.
- 2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in any business or transaction which the Company is authorised to carry on.
- 3. To import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, and things, necessary or convenient for carrying on any of the above specified business.
- 4. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the Company in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

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5. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, sell, let on hire, deal in, control and superintend any factories, plants, warehouses, workshops, sheds, dwellings, offices, shops, stores, buildings, telephones, electric and gas works, power plants, roadways, tramways, railways, bridges, reservoirs, water houses and all kinds of works, machinery, apparatus, labour lines and houses, warehouse, furnaces, crushing works and such other works and conveniences necessary for carrying on any of the above specified business.
6. To acquire and take over the whole or any part of the business, goodwill, trade-marks, properties and liabilities of any person or persons, firms, companies or undertakings, either existing or new, engaged in or carrying on or proposing to carry on any business which this company is authorised to carry on or possessed of any property or rights suitable for the purposes of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
7. To undertake or promote scientific research relating to any business or class of business in which the Company is interested.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the objects of the Company.
9. Subject to Section 391 to 394 of the Act, to amalgamate with any other such company or companies having all or any of their objects similar to the objects of this company in any manner whether with or without object of the liquidation of that Company.
10. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association, undertaking carrying on any business which this Company is authorised to carry on.
11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets d' invention, processes, trade secrets, scientific or technical or such other assistance, of all types manufacturing processes, know-how and such other information, designs, patterns, copyrights, trade-marks, licences, concessions and rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with any of the objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee, royalty or such other consideration of all type and to use, exercise or develop the same and manufacture under or grant licences in respect thereof or sell or otherwise deal with the same and to spend money in experimenting upon, testing or improving any such patents, inventions, rights or concessions.

12. To apply for and obtain any orders, charter, privilege, concession, licence or authorisation of any Government State or such other Authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interests of the Company.
13. To enter into any arrangements with any Government of Authorities or any persons or companies that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, Authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think it desirable to obtain and to carry out and exercise and comply therewith.
14. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country any business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments or securities of all types and to open Bank Accounts of any type and to operate the same in the ordinary course of business.
16. To lend money, either with or without security and to such persons and upon such terms and conditions as the Company may think fit and also to invest and deal with the moneys of the Company, not immediately required, in or upon such investments and in such manner as may, from time to time, be determined, not being investment in Company's own shares provided that the Company shall not carry on the business of banking as provided in the Banking Regulation Act, 1949.
17. Subject to Sections 292 and 58A of the Act, and the Regulations made thereunder and the directions issued by Reserve Bank of India, to receive money on deposits or loans and to borrow or raise money in such manner and at such time or times as the Company think fit and in particular by the issue of debentures, debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the Company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other such person or company of any obligation undertaken by the Company of such other person or company and to give the lenders the power to sell and such other powers as may seem expedient and to purchase redeem or pay off any such securities.
18. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise in connection with the business of the Company.
19. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the company.

20. To sell, lease, mortgage, exchange, grant licences and other rights, improve, manage, develop and turn to account and in any other such manner deal with or dispose of undertaking, investments, assets and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for any shares stocks, debentures or such other securities of any other such company having objects altogether or in part similar to those of the Company.
21. Subjects to the provisions of Section 100 to 105 of the Companies Act, 1956, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
22. To distribute as bonus shares among the members or to place to reserve or otherwise to apply, as the Company may, from time to time, think fit, any moneys received by way of premium on debentures issued at a premium by the Company and any moneys received in respect of forfeited shares, and moneys arising from the sale by the Company of forfeited shares, subject to the provisions of the Companies Act, 1956.
23. To employ agents or experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and of any assets, properties or rights which the Company proposes to acquire.
24. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interests of the Company.
25. Subject to the provisions of section 293 A of the Companies Act, 1956, to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful objects or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual, body of individuals or bodies corporate.
26. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonus or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other such company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

27. To establish for any of the objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may think fit.
28. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and on such terms as the Company may determine.
29. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the Company of any property or assets.
30. To send out to foreign countries, its directors, employees or any other such person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections or for promoting the interests of the Company and to pay all expenses incurred in connection therewith.
31. To compensate for loss of office of any Managing Director or Directors or such other officers of the Company within the limitations prescribed under the Companies Act 1956 or such other statutes or rules having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
32. To agree to refer to arbitration any disputes, present or future, between the Company and any such other company, firm, individual or any other such body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
33. To appoint agents, sub-agents, dealers, managers, canvassers, sale representatives or salesmen for transacting the business which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and to establish depots and agencies in different parts of the world.
34. To guarantee the performance of contracts undertaken by persons, firms or companies carrying on or authorised to carry on any business or businesses which this company is authorised to carry on and to guarantee the payment of liabilities of any such persons, firms or companies.
- \*35. To provide all types of services and to do all such acts, deeds, things and matters as may be required or seem expedient or considered necessary to the attainment and furtherance of its main objects.

(C) OTHER OBJECTS:-

1. To carry on the business as traders, importers and exporters of and dealers in aluminium utensils, steel utensils and all other such types of utensils and kitchen requisites of all types.

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2. To act as business consultants, give advice, to engage in dissemination of information in all aspects of business organisation and industry and to advise upon the means and methods for extending and developing systems or processes relating to production, storage, distribution, marketing and securing of orders for sale of goods in India and abroad and/or relating to the rendering of services.
3. To carry on the business of running motor lorries, motor taxis, mini buses and conveyances of all kinds and to transport passengers and goods and to do the business of common carriers.
4. To carry on the business of wholesale or retail, or otherwise as interior decorators, and furnishers, upholsterers, and dealers in and hirers, repairers, cleaners, storers and warehousemen of furniture, carpets, linoleums, furnishing fabrics and such other floor coverings of all types household utensils, china and glass goods, fittings, curtains and such other household requisites of all types.
5. To carry on business as brewers, distillers, bottlers, canners, preservers, coopers, dehydrators, malsters and merchants of and dealers in fruits, herbs, vegetables, plants and liquors of every description such as Indian made, foreign liquors, country liquors and by products therefrom, whether intoxicating or not, tonics, vitamin, beverages, flavoured drinks, nectar, punch, aerated waters and drinks whether soft or otherwise
6. To carry on the business of tobacconists in all its branches and to sell, make-up and manufacture tobacco, cigars, cigarettes and snuff.
7. To act as cargo agents, insurance agents, ship brokers, charter party, contractors, ship-agents, packing, forwarding and clearing agents, salvors, wreck removers, wreck raisers, auctioneers, inspectors and observers of quality control, custom-house agents, commission agents and general sales agents for any of the airlines, steamship companies, railways, and transport companies or any such person.
8. To carry on the business of cold storage of fruits, vegetables, seeds, fish meat and agricultural products, milk, dairy products and such other perishable items of all types.
9. To carry on the business of production, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios and cinematographic shows and exhibitions.
10. To trade, deal in and undertake manufacturing of bricks, tiles, pipes, cement, lime, and building construction requisites and to carry on the business builders, contractors, architects, decorators and furnishers, and to acquire, hold, mortgage, lease take on lease, exchange or otherwise deal in land buildings, houses, flats, bungalows, shops, hereditaments of any tenure or freehold for residential or business purposes.
11. To cultivate, grow, produce or deal in any agricultural, vegetable or fruit products and to carry on of the businesses of farmers, dairymen, milk contractors, dairy farmers, rice and flour milling, purveyors and vendors of milk and milk products condensed milk and powered milk, cream,

- cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds.
12. To cultivate tea, coffee, rubber and any other such similar produce and to carry on the business of planters in all its branches, to carry on and do the business of cultivators winners and buyers of every kind of vegetable mineral or such other produce of the soil, dispose of and deal in any such produce either in its prepared, manufactured or raw state and wither by wholesale or retail.
  13. To carry on the business as manufacturers of or dealers in pulp and paper of all kinds and articles made from paper and pulp, card boards, straw board and wall ceiling papers and packaging cartons and newspapers and newsprints.
  14. To carry on the business of purchase and sale of petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repair and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils and greases.
  15. To carry on the business as iron-founders, makers of scientific, industrial and surgical instruments, mechanical engineers and manufacturers of agricultural implements and such other machinery related thereto, steel castings and forgings and malleable iron and steel castings, tool makers, brass founders, metal workers, boiler-makers, mill wrights, machinists, iron and steel converters, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements and rolling stock.
  16. To carry on business as hoteliers, moteliers, restaurant owners, sweet meat merchants, refreshments room proprietors, refreshment contractors and own and run garages, shops, stores, godowns, bars refreshment rooms, cafeterias, discotheques, restaurants and places of sale, custody, bailment, deposit or protection of the valuable goods and commodities.
  17. To carry on the business of manufacturing and dealing in, assembling, buying, selling, reselling, exchanging, altering, repairing, importing, exporting, hiring, letting on hire, distributing or dealing in motor cars, motor cycles, scooters, motor buses, motor lorries, motor vans, trucks, locomotive engine, trains and all other road and rail conveyance, ships, boats, barges, launches steamers and conveyance of every description and kind for transport or conveyance or passengers, merchandise or goods of every description, whether propelled or moved or assisted by means of petrol, spirit, electricity, steam, oil vapour, gas petroleum, mechanical, animal or any other such motive power of all types.
  18. To carry on the business of manufacturing, dyeing, colouring, spinning, weaving, buying, selling, importing, exporting or otherwise dealing in all fabrics and other fibrous, substances and preparations and manufacturers of and dealers of and dealers in cotton, silk, woolen, linen, hemp, jute, rayon, nylon, artificial silk and such other yarn and all kinds of woven, synthetic and synthetic blended textiles manufactured from such yarn.
  19. To carry on the business as manufacturers of and dealers in industrial machinery, bearings speed reduction units, pumps, machine tools, agricultural machinery and earth-moving machinery such as road rollers, bull-dozers, dumpers, crappers loaders, shovels and drag lines

and light engineering goods such as cycles and sewing machines.

20. To carry on the business as manufacturers of or dealers in ferrous or non-ferrous metal, goods iron and steel, aluminum, brass, tin, nickel, special steels and their products.
21. To carry on business as manufacturers, stockists, importers and exporters of and dealers in engineering drawing sets, builders-requisites, steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools hardware tools, instruments, apparatus and such other allied machinery, plant, equipment and appliances thereof.
22. To carry on business as manufacturers, stockists, importers and exporters of and dealers in bolts, nuts, nails, hooks and such other hardware items of all types.
23. To carry on business as manufacturers, stockists, importers and exporters of and dealers in forgings, castings, stampings of all metals, machinery parts, moulds, press tools, jigs, fixtures and compression moulding, steel products and automobile parts.
24. To carry on business as manufacturers, stockists importers, exporters and repairers of and dealers in dynamos, motors armatures, magnets, batteries, conductors, insulators, transformers, converters, switch-boards, cookers, engines, guns, presses all types insulating materials.
25. To carry on business as manufacturers, stockists, importers and exporters and of dealers in wearable and unwearable fabrics, high density polyethylene and polypropylene, woven sacks and tarpaulines.
26. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of packing materials, jointing and belting materials, asbestos materials and fibres, insulation materials and welding fluxes, cartons, containers, boxes and cases made of paper, boards, wood, glass, plastic, pulp cellulose films, polythylene, rubber, metals, metal foils, gelatine, tin flexible, treated and laminated or such other materials related thereto.
27. To carry on business as manufacturers of and dealers in and as stockists, importers and exporters of bottles, jars, fibrite boxes, corrugated containers, aluminum foils of all types, wooden drums packing cases, rods, wires, ropes, strips, conductors equipment required for generation, distribution and transmission of electric energy cables, motors, fans, lamps, furnaces, batteries and accumulators.
28. To sell, breed, import, export, improve, prepare, deal and trade in cattle, bird, poultry, game, live and dead-stock of every description, eggs pork-pies, sausages, pickles, spices, sauces, jams, jelly, custard, prawn, potted meats, macaroni, spaghetti, table delicacies, bread, biscuits, wine biscuits and such other formentitious goods and products, cocoa, confectionery, cakes and buns.
29. To carry on the trades and the business of meal manufacturers, dealers in consumable stores and provisions of all kinds, food stuffs, grains, flour, seeds, fodder, cane, oils, corn wheat, wheat

products, stores, vegetable oils, ghee and vanaspati products.

30. To carry on the business as manufacturers of and dealers in and importers and exporters of leather and raw hides and skins.
31. To carry on the business as manufactures of and dealers in or as stockists importers and exporters of plastics, synthetic resins, polymer products and chemicals required for the manufacturer, processing and fabrication of plastics and similar other such products, tubes, pipes, sheets, films, whether moulded, extruded, casted, formed or foamed.
32. To purchase, hold and acquire mines, mining leases, mining rights, mining claims and mulifarious land and to explore, work, exercise, develop and turn to account all sorts of major and minor minerals, working of deposits of all kinds of minerals and subsoil materials and to crush, win, set, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for the market, metals and mineral substances of all kinds.
33. To produce, manufacture, trade, deal in and dispose of alkalies, dyes, acids, gases, compounds, fertilisers, chemical products of every nature and description, intermediates, derivatives, all types of flotation reagents, wetting agents, insecticides, fumigates, dyestuffs, catalytic agents, direct colours, basic colours, pigments, drugs, biologicals, pharmaceuticals, serums, vitamin products, harmones and products derived from phosphate mines, limestone quarries, bauxite mines, petroleum, natural gas and such other natural deposits useful or suitable in the manufacturer of chemicals and chemical products and to undertake the business of spraying of pesticides.
34. To manufacture, generate, produce, sell dispose of and deal in industrial gases domestic gases for heating and lighting, gas steam, heat light or any other such motive power obtained by incinerating, burning forest refuse, wood and plants.
35. To manufacture, buy, sell, import, export, alter, improve, manipulate, prepare for market, exchange, install, repair, service, let on hire and deal in all kinds of surgicals, X-ray units, X-ray equipments, telecommunication machines, business machines, intercoms, teleprinters, dictating and recording machines, broad-casting apparatuses, loudspeakers, radios, auto-radios, reverberators, tape-players, cassette tapes, head-phones, stereo complex speakers, radio control equipments, cameras, binoculars microscopes, projectors, telescopes, television sets, refrigerators, air-conditioners, coolers, radars, computers and their spare parts.
36. To procure or develop and supply technical know-how for the manufacture of processing the installation or erection of machinery or plant in the working of mines oil wells or such other sources of mineral deposits or in search for or discovery or testing of mineral deposits or in carrying out any operations relating to agriculture, animal husbandry, diary or poultry farming, forestry or fishery or rendering services in connection with the provision of such technical know-how.
37. To undertake guarantee and indemnity business and to act as trustees, executors attorneys,

receivers, administrators, nominees and agents and to execute trusts of all kinds and to exercise all the powers of custodian and trustees.

38. To deal in foreign exchange and currencies and to convert currencies, subject to approval of appropriate authorities.
39. To organise and carry on the business of advertisers, advertising agents, and consultants, and to organise propaganda and advertising campaigns by means of press advertisements, pamphlets, handbills, circulars, advertisement reels, posters, cinema slides or by any other such means or through the means of radio, television or any other such media of all types.
40. To undertake and execute, in India or in any part of the world, turn-key projects for electrical installations air-conditioning, refrigeration, heating, cooling, ventilation, humidification, sanitary, thermal and acoustic insulation work.
41. To carry on the business as manufacturers, traders, importers and exporters of and dealers in all kinds of carpets and floor coverings, whether made of woolen, cotton synthetic or such other fibres or fibrous materials of all types.
42. To carry on the business as traders, importers and exporters of and dealers in cotton and jute, whether raw, semi-processed or processed and all kinds of cotton and jute goods.
43. To carry on the business as shares and stock brokers and to buy, sell and deal in all kinds of shares, stocks, securities, bonds, debentures, units and such other instruments of all types.
44. To carry on business of public transporters and to ply all types of commercial vehicles such as Trucks, Motor Buses, Tempos, Taxis and pick up vans for carrying goods or passengers anywhere in India.
45. To carry on the business as importers, export agents, distributors, stockists, contractors, suppliers, dealers of any kind and to act as manufacturers representatives, agents, brokers, commission agents and merchants of commodities, articles, products and merchants of any kind or nature.
46. To carry on the business of importers, exporters, dealers, traders manufacturers of trailers, earthmoving equipments, canal equipments, fuel injection equipments and Machine tools and such other allied products thereof.

IV. The liability of the members is limited.

V. The Authorised share capital of the company is Rs. 13,51,00,000/- (Rupees Thirteen Crore Fifty One Lac Only) divided into 6,75,50,000/- (Six Crore Seventy Five Lac Fifty Thousand) Equity Shares of Rs. 2/- (Rupee Two Only) each.

Practical Financial Services Ltd.  
  
(Managing Director)

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

Names, Addresses, Occupation and Description of subscribers	No. of Equity Shares taken by each subscriber	Signature of subscribers	Signature of witness with Address, description, and occupation
1. ASHWANI K. GUPTA S/o Sh. Mohinder Sain Gupta R.O. 101 Green Avenue, Batala (Pb) Industrialist	10 (Ten)	Sd/- Ashwani K. Gupta	I witness the signatures of all the subscribers who have signed in my presence at New Delhi Sd/- <b>(KEWAL KRISHAN SETH)</b> Chartered Accountant (M. No. 14313) S/o Late Sh. Uttam Chand Seth R/o EG-73, Inder Puri, New Delhi.
2. VIJAY KUMAR GUPTA S/o Sh. Sohan Lal R.O. 101 Green Avenue, Batala (Pb) Industrialist	10 (Ten)	Sd/- Vijay Kumar Gupta	
3. PAWAN K. GOEL S/o Sh. Sushil K Goel R.O. Bhandari Mohalla, Batala (Pb) Industrialist	10 (Ten)	Sd/- Pawan K. Goel	
4. NAWAL KUMAR GOEL S/o Sh. Kashmiri Lal Goel R.O. Bhandari Mohalla, Batala (Pb) Industrialist	10 (Ten)	Sd/- Nawal Kumar Goel	
Total	40 (Forty) Equity Shares		

New Delhi

Dated this

2 nd

day of

May,

1990

These Articles of Association of the Company have been adopted substituting the previous Articles of Association by a Special Resolution passed by the company in its Extra-Ordinary General Meeting held on 22nd September, 1994 .

**(THE COMPANIES ACT, 1956)**  
**(COMPANY LIMITED BY SHARES)**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**CUBICAL FINANCIAL SERVICES LIMITED**

1. Subject as hereinafter provided the Regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956 (hereinafter called "the Act" shall apply to this Company. All references herein contained to any specified Regulations of Table 'A' shall be inclusive and in case of any conflict between the provisions herein contained and the incorporated Regulations of Table 'A' the provisions herein shall prevail.

**INTERPRETATION**

2. In these presents, the following words and expressions shall have the following meanings, unless excluded by the subject or context:
  - (a) 'The Act' means 'The Companies Act, 1956'
  - (b) 'The Articles' means these Articles of Association as originally framed or as from time to time altered by Special Resolution.
  - (c) 'The Board' or 'The Board of Directors' means a meeting of Directors duly called and constituted or as the case may be the Directors assembled at a Board Meeting or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.
  - (d) 'The Company' or 'This Company' means CUBICAL FINANCIAL SERVICES LIMITED.
  - (e) 'Directors' means the Directors for the being of the Company or as the case may be the Directors assembled at a Board Meeting.
  - (f) 'The Managing Director' means the Managing Director appointed as such for the time being of the Company.
  - (g) 'In writing', includes printing, Lithography, typewriting and any other usual substitutes for writing.

- (h) 'Members' shall means Members of the Company holding a share or shares of any class and registered in the Share Register of the Company.
- (i) 'Dividend' includes bonus, but excludes bonus shares.
- (j) 'Month' shall mean calender month.
- (k) 'The Office means the Registered Office of the Company.
- (l) 'The Registrar' means the Registrar of Companies, Delhi & Harayana.
- (m) 'The Secretary' means the Secretary appointed as such for the time being of the Company.
- (n) 'Paid up' shall include 'Credited as fully Paid up.
- (o) 'Persons' shall include any corporation as well as individuals.
- (p) 'Proxy' includes attorney duly constituted under a Power of Attorney.
- (q) 'These Presents' or 'Regulations' means these Articles of Association as originally framed or altered from time to time and in force for the time being and include the Memorandum of Association where the context so requires.
- (r) 'The Register' shall mean the Register of Members to be kept as required by Section 150 of the Act.
- (s) 'The Seal' means the common seal for the time being of the Company.
- (t) 'Special Resolution' shall have the meaning assigned thereto by Section 189 of the Act.
- (u) Words importing the masculine gender shall include the feminine gender vice and versa.
- (v) Words importing the singular shall include the plural, and words importing the plural shall include the singular.
- (w) 'Section' means Section of the Companies Act, 1956.
- (x) 'Year' means yea of account of the Company.

### **SHARE CAPITAL**

3. The Authorised Share Capital of the Company shall be as given in part V of the Memorandum & Association and the same may be increased, decreased, consolidated, sub-divided, or other wise dealt with in accordance with the provisions of the Act and the statutory regulations for the time being in force in this regard. These shares will carry such preferential, qualified or special

rights, privileges or conditions as may for the time being be provided by the Regulations of the Company.

4. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit, provided, however, the Directors shall comply with the provisions of Section 75 or any statutory modification thereof. Option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.
5. The Directors may allot and issue shares in the Capital of the Company as partly or fully paid for consideration of any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted, may be issued as fully or partly paid up shares.
6. With the previous authority of the Company in General meeting and the sanction of the Company Law Board and upon otherwise complying with Section 79 of the Act, the Board may issue at a discount shares of a class already issued.
7. 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.
8. The Company may, subject to the provisions of the Act decide to amalgamate/merger with any other Company having objects altogether or in part similar to those of the Company.
9. The Company may subject to the provisions of Section 76 and other applicable provisions (if any) of the Act, at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally for any shares in or debentures of the Company or his procuring or agreeing to procure subscription, whether absolute or conditional for any shares in, or debentures of the Company, but so that amount or rate or commission does not exceed in the case of shares, five percent of the price at which the shares are issued and in the case of debentures, two and a half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or debentures or partly in one way and partly in the other. The Company may also on any issue of shares or debentures, pay such brokerage as may be lawful, and usual or reasonable.
10. Subject to the provisions of the Companies (Issue of Share Certificates) Rules, 1960, the certificate of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company which shall be affixed in the presence of two directors and of the Secretary or some other persons appointed by the Board for the purpose and two directors and the Secretary or other person shall sign such share certificates, provided that not more than one of the aforesaid two directors shall be other than Managing Director or whole time Director where the composition

of the Board so permits.

11. If any share stands in the names of two or more persons, the person first named in the Register shall as regards receipts of dividends or bonus, service of notices all or any other matter connected with the Company, except voting at meetings, and the transfer of the shares, be deemed the sole holder thereof but the joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share, and for all incidents, thereof according to the Company's Regulations.
12. Except as ordered by a Court of competent jurisdiction or as by Law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share of (except only as is by these articles otherwise provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles.

## CALLS

13. The Board, may, from time to time, subject Section 91 of the Act and the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board ( and not by circular resolution) make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board. A call may be revoked or postponed at the discretion of the Directors. Provided further that option or right to call on shares shall not be given to any person except with the sanction of the Company in General Meeting.
14. Not less than 30 days notice shall be given by the Company in writing of any call, specifying the time and place or payment and the person or persons to whom such calls shall be paid.
15. A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board.
16. The joint holders of a share be jointly and severally liable to pay all calls in respect thereof.
17. The Board may, from time to time and at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members who, from residence at a distance or other cause the Board may deem fairly entitled to such extension, but no Member shall be entitled to such extension save as a matter of grace and favour.
18. If any member fails to pay any call due from him on the day appointed for payment thereof or any such extension thereof so aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time be fixed by the Board of Directors keeping in view the market rate of interest at the time but noting in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.

19. Any sum, which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium shall for the purpose of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sums had become payable by virtue of a call duly made and notified.
20. On the trial or hearing of any suit or other proceeding for the recovery of money due for any call it shall be sufficient to prove that the name of member against whom such proceeding is being taken is entered in the Register as the holder or one of the holders of the shares in respect of which such debt accrued, that the resolution approving the call is duly recorded in the Directors Minute Book and that notice of such call was duly given or duly deemed to have been given to the member against whom the proceeding is being taken in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who approved such call nor any other matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
21. Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any member of 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.
22. (a) The Board may, if it thinks fit, agree to and receive from any member willing to advance the sum actually called up, from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Board may pay or allow interest, at such rate as the member paying such sum in advance and the Directors agree. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the member three months' notice in writing.
- (b) 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.
- (c) Money so paid in excess of the amount of calls shall not rank for dividends or participate in profits and until appropriated towards satisfaction of any call shall be treated as a loan to the Company and not as a part of its capital and shall be repayable to the member at any time without notice if the Directors so decide.
23. A call may be revoked or postponed at the discretion of the Board.

### **FORFEITURE AND LIEN**

24. If any member fails to pay any call or instalment of a call on or before the day appointed for the

payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or instalment remains unpaid, give notice to him requesting him to pay the same together with any interest that may interest that may have accrued and all expenses that may have been incurred by the Company by the Company by reason of such non-payment.

25. The notice shall name a day (not being less than thirty days from the date of service of the notice) and a place or places on and at which such call or instalment and such interest thereon at the rate of 12 (twelve) percent per annum from the day on which such call or instalment ought to have been paid; and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment before the time at the place appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.
26. If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given may at any time thereafter before payment of all calls or installment, interest and expenses due in respect thereof be forfeited by a resolution of the Board to that effect, subject to the provisions of Section 205A of the Act, such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture. 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 herein provided.
27. When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
28. Any share so forfeited shall be deemed to be the property of the Company, and may be so, re-allotted, or otherwise disposed of either to the original holder thereof or to any other person, upon such terms and manner as the Board shall think fit.
29. (a) Any member whose shares have been forfeited, shall cease to be a member in respect of the forfeited shares but shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture until payment at such rate not exceeding 12 (Twelve) percent per annum as the Board may determine and the Board may enforce the payment thereof, if it thinks fit.  
(b) The liability of such person shall if and when the Company shall have received payment in full of all such money in respect of his shares.  
(c) The Company may receive the consideration, if any, given for the share, on any sale or

disposal thereof and execute a transfer of the share in favour of any person to whom the share is sold or disposed of.

- (d) The transferee shall thereupon registered as the holder of the share.
  - (e) The transferee shall not be bound to see to application of the purchase money, if any, nor 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.
  - (f) The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share, become 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.
30. The forfeiture of a share shall involve extinction, at the time of the 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, except only such of those rights as by these Articles are expressly saved.
31. A declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposition thereof shall constitute a good title to such share.
32. The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (Whether solely or jointly with others) and upon the proceeds of sale thereof for monies called or payable at a fixed time in respect of such shares, whether the time for payment thereof shall have actually arrived or not.
33. For the purpose of enforcing such lien the Board may sell the shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their member to execute a transfer thereof on behalf of and in the name of such member. No sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell have been served on such member of his representatives and default shall have been made by him or them in payment, fulfillment, or discharge or such debts, liabilities or engagements for fourteen days after such notice.
34. 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 is presently payable and the residue it any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

35. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold, and the purchaser shall not be bound to see the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register in respect of such shares, the validity of sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
36. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.
37. The board may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

## TRANSFER & TRANSMISSION OF SHARES

38. Subject to the provisions of Section 108 of the Act, no transfer of a share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and or on behalf of the transferee has been delivered to the Company together with the certificate or, if no such certificate is in existence, the Letter of Allotment of the shares. Every instrument of transfer shall be in the prescribed form and shall be presented to the prescribed authority before such instrument is signed by or on behalf of the transferor and the transferee in accordance with Section 108 (1A) of the Act. Every such instrument shall be delivered to the Company within a time limit prescribed by the Act.
39. The Board may subject to the right of appeal conferred by Section 111 of the Act, without assigning any reason decline to register the transfer of a share or transmission of a share by operation of law to a person whom they do not approve. Provided that the Company will not decline to register or acknowledge any transfer of share on the ground of the transferor being alone or jointly with any person or persons indebted to the Company on any account whatsoever.
40. The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share.
41. The instrument of transfer of any shares shall be as prescribed by the Government under Section 108 of the Act.
42. Every such instrument of transfer shall be executed both by the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such shares until the

name of the transferee shall have been entered in the Register of Members in respect thereof.

43. Subject to the provisions of Section 22-A of the securities contract (Regulation) Act, 1956 and Section 111 of the Act or any statutory modification of the said provisions for the time being in force, the Board may at its own absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer of shares and in particular may so decline in any case in which the Company has lien upon the shares or any of them or whilst and money in respect of the shares desired to be transferred or any of them remain unpaid or unless the transferor is approved by the Board and such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of a transfer shall be conclusive evidence of the approval by the Board. Where the Board of Directors refuse to register the transfer of share, Directors shall serve notice of refusal within Two months from the date on which the shares were lodged. (wef 23.12.1994)
44. Where in the case of partly paid shares an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 110 of the Act.
45. In the case of the death of one or more of the persons named in the Register of members as the joint-holder of any share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with other person.
46. The executors or administrators or holders of a Succession Certificate or the legal representatives of a deceased member (not being one of 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 Succession Certificate or legal representative unless they have first obtained Probate or Letter of Administration or succession Certificate, as the case may be, from a duly constituted Court in the Union of India, provided that in any case where the Board in its absolute discretion thinks fit it shall be lawful for the Board to dispense within 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.
47. No transfer shall be made to any insolvent, partnership firm or person of unsound mind. However, shares shall be registered in the name of minor if the shares are fully paid up. Also shares can be held in the name of individual partner(s).
48. Any committee or guardian of a lunatic or infant member or any person becoming entitled to transfer shares in consequence of the death or bankruptcy, that sustain the character in respect of which he proposed to act under this Article or of the title as the board thinks sufficiency may with consent of the Board (which it shall not be under any obligation to give) be registered as a member in respect of such shares or may subject to regulations as to transfer herein before contained, transfer such shares.

49. Subject to the provisions of Articles 46 and 47, any person becoming entitled to Shares in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these Articles, may with consent of the Board (which it shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient either register himself as the holder of the shares or elect to have some person as such holder; provided nevertheless that if such persons shall elect to have his nominee registered, he shall testify; the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.
50. A person entitled to a share by transmission may, until the Board otherwise determines as approved by Article 146 of these Articles, receive and give discharge for any dividends, bonus or other moneys payable in respect of the share, but he shall not be entitled to vote at meetings of the Company save as provided in Article 98 of these Articles or save as aforesaid and save as provided in Article 170 of these Articles to any of the rights and privileges of a member, unless and until he shall have become a member in respect of the shares.
51. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor his right to transfer the shares, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.
52. Before the registration of a transfer, the certificate or certificates of the shares or shares to be transferred must be delivered to the Company along with (save as provided in Section 108 of the Act) a properly stamped and executed instrument of transfer.
53. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to a transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title, or interest to or in the shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered, such notice, or referred thereto, in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever, title or interest, or be under 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. Share may any time be transferred by a member being an individual by way of gift or for or without any pecuniary consideration to his own spouse, heirs or lineal ascendants or descendants or by a member being body corporate to an associated body corporate; and any shares of the

deceased member, may subject, as mentioned hereof, be transferred by the executor or administrators, to any person to whom such deceased member could have specifically bequeathed the same, namely, his spouse, heirs, lineal ascendants or descendants.

55. Before registering any transfer tendered for registration, the Directors may, if they so think fit, give notice by letter posted in the ordinary course to the registered holder that such transfer deed has been lodged and that, unless objection is taken the transfer will be registered and if such registered holder fails to lodge and objection in writing at the office of the Company within fourteen days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer. Where no notice is received by the registered holder, the Directors shall be deemed to have decided not to give notice and in any event the non receipt by the registered holder of any notice shall not entitle him to make any claim of any kind against the Company in respect of such non-receipt.
56. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

### **ALTERATION OF SHARE CAPITAL**

57. The Company in General Meeting may, from time to time, by an Ordinary Resolution 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. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the resolution shall prescribe 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 Section 87 and 88 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 97 of the Act.

The Company may (subject to the provisions of Section 78, 80, 100 to 105 of the Act), from time to time, by special Resolution reduce its capital redemptions reserve account or premium account in any manner for the time being authorised by law, and in particular capital may be paid off on the footing that it may be called up again or otherwise. This article is not to derogate from any power the Company would have if it were omitted.

58. Subject to the provisions of Section 94 of the Act, the Company in General Meeting may, from time to time, subdivide or consolidate its shares, or any of them and the resolution whereby any share is subdivided, may determine that, as between the holders 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.

59. Whenever the capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 106 and 107 of the Act, 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 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. This Article is not to derogate from any power the Company would have if this Article were omitted.
60. 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.
61. (1) Where it is proposed to increase the subscribed capital of Company by allotment of further shares whether out of unissued shares capital or out of increased shares capital, then such further shares shall be offered to the persons, who at the date of the offer are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the Capital paid up on those shares at the date. Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined. After the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the persons to which such notice is given that he declined to accept the shares offered, the Board may dispose of them in such manner as they think most beneficial to the Company.
- (2) Notwithstanding anything contained in the preceeding sub-Article the Company may:
- (i) by a special resolution; or
  - (ii) by an ordinary resolution and with the consent of the Central Government.

Issue further shares subject to Article 6 hereof, to any person or persons, and such person or persons may or may not include the persons who are members of the Company. Provided that in case of further issue of Capital at any time before the expiry of two years from the formation of the Company or at any time before the expiry of one year from the allotment of shares made for the first time after formation, whichever is earlier the Company may by an Ordinary Resolution issue further shares to any person or person as aforesaid.

- (3) Notwithstanding anything contained in sub-Article (1) above but subject however to Section 81 (3) of the Act, the Company may increase its subscribed a capital on exercise of an option attached to the debentures issued or loans raised by the Company to covert such debentures or loans into shares, or to subscribe for shares in Company.

## **BORROWING POWERS**

62. Subject to the Provisions of Section 58 A, 292 and 293 of the Act and of these Articles, the Board may, from time to time, and 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 secure the payment of any sum or sums of money for the Company. Provided, however where the moneys to be borrowed together with the 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 specific purpose) the Board shall not borrow such money without the consent of the Company in General meeting.
63. If any uncalled capital of the Company be included in or charged by any mortgage or other security, the Board may, make calls on such shares and keep the money in trust for the person in whose favour such mortgage or security is executed or any other person in trust for him.
64. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of Debentures or Debenture stock of Company, Charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being; and Debentures, Debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
65. Any Debentures, Debenture-stock or other securities may be issued at a premium, discount or otherwise and may be issued on condition that they shall be convertible into shares with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, appointment as Directors or otherwise and attending (but not voting) at General meeting. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting.
66. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 143 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company; and shall cause the requirement of Sections 118, 125 and 127 to 144 of the Act in that behalf to be duly complied with, so far as they fall to be complied with by the Board.
67. The Company shall, if at any time it issues Debentures, keep a Register and Index of Debenture-holders in accordance with Section 152 of the Act.
68. Save as provided in Section 108 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the Debenture Certificate(s).
69. If the Board refuses to register the transfer of any Debentures of the Company, it shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and to the transferor notice of the refusal.

70. If any Director or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable, as aforesaid from any loss in respect of such liability.
71. The Directors may receive deposits on such terms and conditions bearing interest at such rates as they may decide and fix and which may be made payable monthly, quarterly, half yearly or yearly, subject to Section 58A, 292 and 293 of the Act and the regulations made thereunder and the notifications issued from time to time by the Department of Non-Banking Companies, Reserve Bank of India, if any, and also subject to Companies (Acceptance of Deposits) Rules 1975 and /or any amendments thereof.
72. The Company may, subject to the provisions of Section 208 of the Act, pay interest on so much of the share capital as is for the time being paid up as was issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provision of any plant, which cannot be made profitable for a lengthy period.

### GENERAL MEETINGS

73. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year. All General Meetings other than Annual General Meetings, shall be called Extra-Ordinary General Meetings. The first Annual General Meeting shall be held within eighteen months from the date of incorporation of the Company, and the next Annual General Meeting shall be held within six months after the expiry of the financial year in which the first Annual General Meeting was held, and thereafter an Annual General Meeting shall be held within six months after the expiry 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. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 166(1) of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General meeting shall be called for a time during business hours, on a day that is not a public holiday, and shall be held at the Registered Office of the Company or at some other place within the town where the registered office shall situate as the Board may determine and the Notices calling the Meeting shall specify it as the Annual General Meeting. Every member of the Company shall be entitled to attend either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the Business which concerns him as Auditor. The Board shall prepare the Annual list of Members, Summary of share capital, Balance Sheet and Profit and Loss Account and forward the same to Registrar of Companies in accordance with Section 159, 161 and 220 of the Act.
74. The Board may whenever it thinks fit, call an Extra-Ordinary General Meeting and it shall also do so upon a requisition in writing, by any member or members holding in the aggregate not less than one-tenth of such of the paid-up capital as at the date carried the right of voting in regard

to the matter in respect of which the requisition has been made. If at any time the Board of Directors do not take decision with regard to the holding of the Extra-Ordinary General Meeting and the exigencies for business require the convening of the Extra-Ordinary General Meeting the same can be convened by the Committee of the Board of Directors.

75. 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 then deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.
76. Upon the receipt of any such requisition, the Board shall forth with 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 be called on a day not later than 45 days from the date of deposit of the requisition, the requisitions, 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 Section 169(4) of the Act, 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 the delivery of the requisition as aforesaid.
77. Any meeting called under the foregoing Articles by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board.
78. At least twenty one days' notice for every General Meeting, Annual or Extraordinary, and by whomsoever called, specifying the day, place and hour of meeting, and the general nature of the business to be transacted there at, shall be given in the manner hereinafter provided to such persons as are under these Articles entitled to receive notice from the Company. Provided that in the case of an Annual General Meeting with the consent in writing of all the members entitled to vote there at and in case of any other meeting, with the consent of Members holding not less than 95 per cent, of such part of the paid-up shares capital of the Company as gives right to vote at the meeting, a meeting may be convened by shorter notice. In the case of an Annual General Meeting, if any business other than (i) the consideration of the accounts, Balance Sheets and reports of the Boards of Directors and Auditors (ii) the declaration of dividend, (iii) the appointment of Directors in place of those retiring, (iv) the appointment of, and fixing of the remuneration of the Auditors, is to be transacted and in the case of any other meeting in any event, these shall be annexed to notice of the meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every Director and the manager (if any).
79. Notice of every meeting shall be given to every member of the Company in any manner authorised sub-section(1) to (4) of Section 53 of the Act. It shall be given to the persons entitled to the share in consequence of the death or insolvency of a member, by sending through the post in prepaid letter addressed to them by name or by the title of the representatives of the deceased, or assignees 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 so entitled or unless such an address

has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred.

80. Whereby any provisions contained in this Act or in these Articles, special notice is required of any resolution, notice in respect of the same shall be given to the Company and by the Company as provided in Section 190 of the Act.
81. Five members present in person shall be the quorum for a General Meeting. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 187 of the Act.
82. No business shall be transacted at any General meeting (whether annual or extra-ordinary) unless a quorum shall be present.
83. 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 the Board may determined). If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be quorum.
84. The Chairman (if any) of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board, or if at any meeting he shall not be present within half an hour of the time appointed for holding such meeting or shall decline to take the Chair, the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the Chair, then the members present shall elect one of their member to be Chairman.
85. The Chairman, with the consent of the meeting may adjourn any meeting, from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
86. At any General meeting unless a poll (on or before the declaration of result of show of hands) be demanded by chairman of the meeting on his own motion or on a motion moved by a Member or Members present in person or by proxy and holding shares in the Company, which confer on him/them a voting power of not less than 1/10th of voting power in respect of that resolution on which an aggregate sum of Rs. 50, 000/- (Rupees fifty thousand only) has been paid-up. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. A declaration by the Chairman that a resolution has been carried out or not carried out unanimously or by a particular majority and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the facts without proof of the number of proportion of votes recorded in favour of or against such resolution.
87. In the case of equality of votes, the Chairman shall both on a show of hands and at a poll (if any)

have a casting vote in addition to the vote or votes to which he may be entitled as a member.

88. If a poll is demanded as aforesaid the same shall subject to Article 92 be taken at such time (not later than forty eight hours from the time when the demand was made) and place and either by open voting or by ballot, as the Chairman 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.

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

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

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

92. Where a resolution is passed at an adjourned meeting of :

(a) the Company; or

(b) the holders of any class of shares in the Company the resolution shall, for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any other date.

### VOTES OF MEMBERS

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

94. Subject to the provisions of these Articles, every member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and vote at such meeting, and on show of hands every member present in person shall have one vote and upon a poll his voting right shall be in proportion to his share of the paid up equity capital of the Company. Provided, however, if any preference shareholder be present at any meeting of the Company, save as provided in

clause (b) of sub-section (2) of Section 87, he shall have a right to vote only on resolution placed before the meeting which directly effects the right attached to his preference share.

95. On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.
96. If there are joint registered holders of any shares, any one of such persons may vote at any meeting or may appoint another person (whether a member or not) as his proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the meeting and, if more than one of such joint-holders be present at any meeting that one of the said persons so present whose name stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint-holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name shares stand shall for the purpose of these Articles be deemed joint-holder thereof.
97. Subject to the provisions of the Article votes may be given either personally or by proxy. A body corporate being a member may vote either by a proxy or by a representative duly authorised in accordance with Section 187 of the Act and such representative shall be entitled to exercise the same rights and powers including the right to vote by proxy on behalf of the body corporate while he represents as that body could exercise if it were an individual member. A proxy need not be a member. Not more than one proxy can be appointed by a shareholder.
98. An instrument of proxy may appoint a proxy either for the purposes of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purposes of every meeting of the Company, or of every Meeting to be held before a date specified in the instrument and every adjournment of any such meeting.
99. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or transfer of the shares in respect of which the vote is given, provided the intimation in writing of the death, insanity, revocation or transfer shall have been received by the Chairman at the office before the meeting. Provided nevertheless, that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.
100. The instrument appointing proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power of authority, shall be deposited at the office not later than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of

twelve months from the date of its execution.

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

102. (i) The proceedings of all General Meetings shall be entered in the Minute Book kept for the purpose and shall be maintained in accordance with Section 193A of the Act and be signed by the Chairman of that meeting or the succeeding meeting. Such minutes duly entered and signed by the Chairman shall be conclusive evidence of the proceedings of the Meeting.

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

## DIRECTORS

103. (i) Until otherwise determined by a Special Resolution, the number of Directors of the Company shall not be less than three nor more than twelve excluding any Debenture Holder Director or alternate Director.

(ii) The following persons shall be the first Directors of the Company:-

1. Sh. Pawan K. Goel 2. Sh Nawal K. Goel 3. Sh. Kamal K. Goel 4. Smt. Rama Rani

5. Sh. Ashwani K. Gupta 6. Sh. Vijay K. Gupta 7. Smt. Kamla Rani 8. Smt. Usha Rani

104. Subject to the approval of the Government under the provisions of Section 268 of the Act. While any money remains due by the Company under or by virtue of any mortgage, hypothecation, pledge or otherwise or underwriting agreements executed by the company in favour of the Government Central and /or State and /or of the Industrial Finance Corporation of India, Industrial Development Bank of India, Industrial Credit and Investment Corporation of India, Life Insurance Corporation of India or any other Corporation sponsored by the Government, Central or State and so long as the loan and or guarantee given by the said Government/ Corporation in respect of financial commitments of the Company remain outstanding the said corporations shall be entitled to appoint from time to time any person or persons to be their nominees as Directors of the Company. The Directors so appointed shall have the same powers and privileges as other Directors of the Company. Such Directors appointed by the said Government/Corporation shall not be required to possess any share qualification and the provisions of Articles of Association as to retirement of Directors shall not apply to them. The said Director(s) shall hold office at the pleasure of the said Corporation who shall have full power to remove all or any of the Directors appointed by them under this Article and to appoint any other or others in his or their places as and when they shall deem it necessary. Such

appointment or removal shall be by notice in writing to the Company.

105. Any Trust Deed for securing Debentures or debenture-stock may if so arranges, provide for the appointment from time to time by the Trustees thereof or by the holders of the Debentures of Debenture-stock of some persons to be the Directors of the Company and may empower such Trustees or holders of Debentures or Debentures-stock from time to time to remove any Director so appointed. The Director appointed under this Article is herein referred to as "The Debenture Director" and the term "Debenture Director" means the Directors for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as any be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.
106. Subject to the provisions of Section 313 of the Act, or any statutory modifications thereof the Board shall have power to appoint any person to act as alternate director for a Director during the latter's absence for a period of not less than three months from the State in which meetings of the Directors are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to notice of meetings of the Board and to attend and vote there accordingly but he shall not require any qualification and shall 'ipso facto' vacate office if and when the absent Director returns to the state in which meetings of the Board are ordinarily held or if the absent director vacates office as a Director.
107. Subject to the provisions of Section 260, 261, 262 and 284 (6) of the Act, the Board shall have power, at any time, and from time to time to appoint any other qualified person to be a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum fixed as above.
108. A Director shall not be required to hold any qualification shares.
109. The Directors shall receive and the Company shall pay remuneration towards fee for attending the meeting of the Board or of the Committee of Board of Directors as may be determined by Board of Directors from time to time, such remuneration not exceeding the amount as prescribed under Section 309 of the Act and rules made there under, which is based on the authorised capital of the Company. Such reasonable additional remuneration as may be fixed by the Board may be paid to any one or more of its number for services rendered by him or them in signing the Share Certificates in respect of the Company's capital or any Debentures issued by the Company. The Directors shall be paid such further remuneration, if any, as the Company in General Meeting shall from time to time determine; and such additional remuneration and further remuneration shall be divided among the Directors in such proportion and manners as the Board may from time to time determine, and in default of such determination shall be divided among the Directors equally.
110. In addition to the remuneration payable to the Directors under article 109 hereof, the Directors

may be paid all reasonable travelling, hotel/Dearness Allowance and or other expenses for the purposes of attending and returning from the meetings of the Board of Directors or any Committee thereof or in connection with the business of the Company.

111. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the minimum number fixed by Article 103 hereof, the continuing Directors not being less than two may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting, but for not other purposes.

112. Subject to Section 283(2) and 314 of the Act the office of a Director shall be vacated if:

- (a) he is found to be of unsound mind by a Court of Competent jurisdiction; or
- (b) he applied to be adjudicated an insolvent; or
- (c) he fails to pay any call made on him in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the date fixed for the payment of such calls unless the Central Government has by notification in the official Gazette removed the disqualifications incurred by such failure; or
- (e) he is deemed to have vacated office under the provisions of Section 314 by any office of place of profit being held in contravention thereof; or
- (f) he absent himself from there consecutive meetings of the Directors or from all meetings of the Directors for a continuous period of three months, whichever is longer, without leave of absence from the Board; or
- (g) he becomes disqualified by an order of Court under Section 203 of the Act; or
- (h) he is removed in pursuance of Section 284 of the Act; or
- (i) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is a Director, accepts a loan or any a guarantee or security for a loan, from the Company in contravention of Section 295 of the Act; or
- (j) he acts in contravention of Section 299 of the Act; or
- (k) he has become bound to retire under the provisions of Section 280 of the Act and no resolution has been passed in accordance with the provisions of Section 281 of the Act; or
- (l) he acts in contravention of Section 299 of the Act; or
- (m) having been appointed Director by virtue of his holding any office of other employment in the Company, he ceases to hold such office or other employment in the Company; or
- (n) by notice in writing to the Company, he resigns his office.

113. 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 rotation, and if their number is not 3 or a multiple of 3, the number nearest to the one third shall retire from office. Nominee Director, Debenture Director, and Whole Time/Managing/Joint/Deputy Managing Director shall not be subject to retirement under this clause and shall not be taken into account for determining the rotation of retirement or the number of directors to retire.
114. Subject to Section 256 of the Act the Directors to retire by rotation under Article 113 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become 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.
115. A retiring Director shall be eligible for re-election.
116. Subject to Section 258 of the Act, the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing a person thereto.
117. Subject to Section 259 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualification and the Company may (Subject to the provisions of Section 284 of the Act) remove any Director before the expiration of his period of office and appoint another qualified person in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.
118. No person not being a retiring Director, shall be eligible for election to the office of Director at any General meeting unless he or some other Member intending to propose him, has (at least fourteen clear days before the meeting) left at the office a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him along with a deposit of Rs. 500/-- which shall be refundable, if the person succeeds and getting elected as a Director and unless he has by himself or by his agent authorised in writing signed and filed with the Registrar of Companies a consent in writing to act as such Director.

## MANAGEMENT

119. Subject to the provisions of the Act, the management and in superintendence of the affairs of the Company subject to the control of Directors, shall vest in the Managing/Joint/Deputy Managing Director for such terms & conditions and on such remuneration whether by way of salary or commission, or partly in one way and partly in another or such other mode as they think fit and Director or Directors so appointed shall not, while holding that office be subject to retirement by rotation or taken into account for determining rotation or retirement of Directors. The Board by a resolution vest in such Managing/Joint/Deputy Managing Director such of the powers vested in the Board as it may think fit, and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as may be

determined. The Board may from time to time (subject to the provisions of any contract entered into between him/them and the Company) remove the Managing Director/Joint/Deputy Managing Director and appoint another in his place. The Managing Director/Joint/Deputy Managing Director on ceasing to hold the office of Director from any cause shall ipso-facto and immediately cease to be a Managing Director/Joint/Deputy Managing Director.

The remuneration of the Managing Director/Joint/Deputy Managing Director shall (subject to the provisions of the Act of any contract between him and may be either by way of salary and /or commission of profits or both or such other mode as may be decided.

120. The Managing Director shall not exercise the powers to:

- (a) make calls on shareholder in respect of money unpaid on their shares in the Company, and
- (b) issue of debentures, and except to the extent mentioned in the resolution passed at the Board Meeting under Section 292 of the Act, the Managing Director shall also not exercise the power to;
- (c) borrow moneys,
- (d) invest the funds of the Company; and
- (e) make loans.

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

122. Subject to Section 287 of the Act, the quorum for a meeting of the Board shall be one-third of its total strength (excluding Directors, if any, whose places may be vacant at the time) and any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength the number of remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time.

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

124. The Directors may, from time to time, elect among themselves from their number a Chairman of the Board and determine the period for which he is to hold office. If at any meeting of the board, the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Directors may choose one of their number to be the Chairman of the meeting.

125. Questions arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the chairman shall have a second or casting vote.
126. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act, or Articles of the Company ;are for the time being vested in or exercisable by the Board generally.
127. Subject to the restrictions contained in Section 292 and 293 of the Act, the Board may delegate any of their powers to Committee of the Board consisting of such Directors or alternate Directors as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes, but every Committee of the Board so formed shall in the exercise of the powers of delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
128. (a) The meeting and proceedings of any such committee of the Board consisting of two or more members shall be governed by the provisions to be laid down by the board of Directors, from time to time.
- (b) For the purposes of approval of share transfers, the board may constitute a Sub-Committee consisting of Managing Director or a Director.
129. No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be), at their usual address and has been approved by the Directors or members of the Committee of by a majority of such of them, as are entitled to vote on the resolution.
130. All acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall, notwithstanding, that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office of that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be 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.
131. The Company shall cause minutes of all proceedings of every meeting of the Board or of any committee in the minutes book kept for the purpose and shall be maintained in accordance with the provisions of the Act. Save as otherwise expressly provided in the Act any such minutes if purporting to be signed by the Chairman of the meeting shall be conclusive evidence of the

proceedings of the meeting.

## POWERS OF DIRECTORS

132. The management and control of business of the Company shall be vested in the Directors who may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other act or by the Memorandum or by the Articles of 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 but no regulations made by the Company in General meeting shall invalidate any prior Act of the Board which would have been valid if that regulation had not been made. Provided that the Board shall not, except with the consent of the Company in general meeting.

- (a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking;
- (b) remit, or give time for the repayments of any debt due by a Director;
- (c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition of any such undertaking as is referred to in clause (a), or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty only after a considerable time;
- (d) subject to section 58A, 292 and 293 of the Act, borrow moneys where the monies 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 Section 292 and 293 the Act 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 charitable and other funds not directly relating to the business of the Company or the welfare of its employees any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five percent of its average net profits as determined in accordance with the provisions of Section 349 and 350 of the Act during the three financial years immediately preceding, whichever is greater.

133. Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Articles, it is hereby expressly 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 the Company.
- (2) To pay and charge to the capital account of the Company commission or interest lawfully payable thereon under the provisions of Section 76 and 208 of the Act.
- (3) Subject to Section 292, 293, 297 and 360 of the Act to purchase or otherwise acquire for Company any property rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit, and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
- (4) At their discretion and subject to the provisions of the Act to pay for any property, right or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, mortgages or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and 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 or in such manner as they may think fit.
- (6) To accept from any member, so 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 and property belonging to the Company, or 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 such trust, and to provide for the remuneration of such trustee or trustees.
- (8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Company, and to refer any differences to Arbitration, and observe and perform any award made thereon.
- ((9) To act on behalf of the Company in all matters relating to bankrupts and 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 Sections 292, 293(1)(a), 295, 296, 370, 372 and 373 of the

Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof, upon such security (not being share of this Company), or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 49 of the Act all investments shall be made and held in the Company's own name.

- (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 powers, provisions, covenants, conditions 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 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 transactions 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-Director employees or ex-employees of the Company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls, or by grants of money, pension, gratuities, allowances, 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 institutions and recreation, hospitals and dispensaries medical and other attendance and other assistance as the Board shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise.
- (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 equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purpose (including the purposes referred to in the preceding clause) as the Board may, in their absolute discretion think conducive to the interest of the Company, and subject to Section 292 of the Act, to invest the several sums so set aside or so much thereof as required 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 capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve fund to another Reserve fund or divisions of Reserve Fund and with full power to employ the assets consulting all or any of the above funds, including the Depreciation Fund, in the business of the company or in the purchase or repayment of Debenture or Debenture-stock, and without being bound to keep the same separate from other assets and without being bound to pay interest on the same with power however to the Board at their discretion to Pay off, allow to the credit of such funds interest at such rate as the Board may think proper, not exceeding 9% (nine percent) per annum.

- (17) Subject to Section 294 of the Act the Managing Director of the company shall have the right to appoint purchasing and selling agents for the purchase and sale of the Company's requirement and products respectively.
- (a) From time to time and at any time and for such time that the directors may deem fit, to establish a committee of the Board of Directors for managing any of the affairs of the Company at the Headquarters or 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 director on the Committee of the board or any person to be members of such local boards respectively and to fix their remuneration.
- (b) Subject to Section 292 and 293 of the Act, from time to time, and at any time, to delegate to any person so appointed any of the powers, authorities and discretion 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 persons so appointed, and may annul or vary any such delegation.
- (c) At any time and from time to time by Power-of-Attorney under the seal of the company, to appoint any person or persons to be the attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and Borrow moneys) and for such

period and subject to such conditions as the Board may think fit, and the Board may from time to time think fit; and any such appointment may (if the Board think fit) be made in the favour of the members or any of the members of any local Board, established as aforesaid or in favour of any company, or the Share holders, Directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such persons dealing with such attorneys as aforesaid to sub-delegate all or any of the power, authorities and discretions for the time vested in them.

- (d) Subject to section 294, 297 and 300 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into such negotiations and contracts and rescind and vary all of 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.
- (e) From time to time make, vary and repeal bye-laws for the regulation of the business of the Company, its affairs and servants.

### **THE SECRETARY**

134. Subject to Section 383A of the Act, the Board may from time to time appoint or employ any person to be Secretary of the Company upon such terms, conditions and remuneration as it thinks fit, to perform any functions which by the Act or Articles for the time being of the company are to be performed by the Secretary and to execute any other purely ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some person (who need not be the Secretary) to keep the registers required by the company.

### **THE SEAL**

135. The Board shall provide for the safe custody of the Common Seal, which shall only be used by the authority of the Board and every instrument to which the seal shall be affixed shall be signed by two Directors or at least one Director and Secretary or some other person appointed by the Board for this purpose.

### **RESERVES**

136. The Board may subject to Section 205(2A) of the Act from time to time before recommending any dividend set apart any portion of the profits of the Company as it thinks fit as reserves to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company or for equalisation of dividends or for repairing, improving or maintaining any of the property of the Company and for such other purposes of the Company as the Board in its absolute discretion thinks conducive to the interest of the company and may, subject to the provisions of Section 372 of the Act, invest the several sums so set aside upon such investment

(other than shares in the Company) as it may think fit and may from time to time deal with and vary such investments and dispose all or any part thereof for the benefit of the Company and may divide the reserves into such special funds as it think fit, with full power to employ the reserve or any part thereof in the business of the Company and that without being bound to keep the same separated from the other assets. The board may also carry forward any profits which it may think prudent not to divide without setting them aside as a reserve.

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

### CAPITALISATION OF PROFITS

- 138.(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:
- (a) To capitalise whole or any part of the amount for the time being standing to credit of any of the Company's reserve account or otherwise available for distribution and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same.
- (2) The sum aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3), either in or towards:
- (i) Paying up any amounts for the time being unpaid on any shares held by such members respectively,
  - (ii) Paying up in full, unissued, of the Company to be allotted and credited as fully paid up, to and amongst such members in the proportion aforesaid; or
  - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii)
- (3) A share premium account and a capital redemption reserve fund may, for the purposes in this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
- (4) The board should give effect to the resolution passed by the Company in pursuance of this article.
139. (1) Whenever such a resolution such as the aforesaid shall have been passed the Board shall :-

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

## DIVIDENDS

140. Subject to the rights of members entitled to a share (if any) with preferential or special rights attached thereto the profits of the Company which shall from time to time be determined to divide in respect of any year or other period shall be applied in the payment of dividend on the Equity Shares of the Company, but so that the holder of partly paid up share shall be only entitled to such proportion of the distribution upon a fully paid up shares proportionately to the amount paid or credited thereon during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share rank for dividend accordingly. Where capital is paid in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend to participate in profits.
141. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subjects to the provisions of these Articles shall be divisible among the members in proportion to the amount of capital paid up on the Shares held by them respectively.
142. The Company in General Meeting may declare dividends, to be paid to members according to their respective rights but no dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend.
143. No dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Section 205 of the Act or out of the profits of the Company for any previous financial year or years arrived at after

providing for depreciation in accordance with these provisions and remaining undistributed or out of both, provided that :-

- (a) If the Company has not provided for depreciation for any previous financial year or years it shall, before declaring or paying dividend for any financial year provide for such depreciation out of the profits of that financial year or out of the profits of any other previous financial year or years.
  - (b) If the Company has incurred any loss in any previous financial year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of sub-section (2) of Section 205 of the Act or against both.
144. The Directors, if in their opinion the position of the company justifies from time to time without the sanction of the general meeting pay interim dividend to one or more classes of shares to the exclusion of others at rates which may be differing from class to class and when declaring such dividend they should satisfy themselves that the preference shares which have prior claim in respect of payment of dividend shall have their entire rated dividend at the time of financial preparation of the accounts for the period.
145. Subject to Section 205 A of the Act, the Board may retain the dividends payable upon shares in respect of which any person is, under Article 50 entitled to become a member, or which any person under the Article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.
146. Anyone of several persons, who are registered as the joint-holders of any shares, may give effectual receipts for all dividends or bonus and payments on account of dividends or bonus or other moneys payable in respect of such shares.
147. No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, whilst any money may be due or owing from to the Company in respect of such share or shares or otherwise howsoever, either alone or, jointly with any person or persons; and the Board may deduct from the interest or dividend, payable to any member all sums of the money so due from him to the Company.
148. A transfer of shares shall not pass the right to any dividends declared thereon before the registration of the transfer.
149. Unless otherwise directed, any dividend may be paid by cheque or warrant or by a payslip or receipt having the force of a cheque or warrant sent through the post to the registered address of the member or persons entitled or in case of joint holders to that one of them first named in the Register in respect of the joint holding. Every such cheque or warrant shall be made payable

to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or payslip or receipt lost in transmission, or for any dividend lost to the member or person entitled thereto or by the forged endorsement of any cheque or warrant or the forged signature of any payslip or receipt or the fraudulent recovery of the dividend by any other means. If two or more persons are registered as joint-holders of any share or shares anyone of them can give effectual receipts for any moneys payable in respect thereof.

150. Subject to Section 205A of the Act, any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend, and the dividend may if so arranged between the Company and the members be set off against the call.
151. No unclaimed or unpaid dividend shall be forfeited by the Board and all unclaimed and unpaid dividends shall be dealt with as per Section 205A of the Act.
152. No unpaid dividend shall bear interest as against the Company.
153. Whereas any instrument of transfer of shares has been delivered to Company for registration and the transfer of such shares has not been registered, the Company shall :
- (a) transfer the dividend in relation to such shares to the Special Account referred to in Section 205A of the Act unless the Company is authorised by the registered shareholder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer.
  - (b) Keep in abeyance in relation to such shares, any offer of Right Shares under Clause (a) of Sub-Section 1 of Section 81 of the Act and any issue of fully paid-up Bonus Shares in pursuance of Sub Section (3) of Section 205 of the Act.
154. The Company shall keep at the office or at such other place in India as the Board thinks fit proper books of account and other books and papers in accordance with Section 209 of the Act with respect to :
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place ;
  - (b) all sales and purchases of goods by the Company.

Where the Board decides to keep all or any of the books of account and other books and papers at any place other than the office of the Company, the Company shall within seven days of the decision file with the Register a notice in writing giving the full address of that other place. The Company shall preserve in good order the books of account and other books and papers relating to a period of not less than eight years preceding the current year.

When the Company has a branch office, whether in or outside India, the Company shall be

deemed to have complied with this Article if proper Books of Accounts and other books and papers relating to the transactions effected at the branch office are kept at the branch and proper summarised returns, made upto dates at intervals of not more than three months, are sent by the branch office to the Company at its Registered Office or other place in India, at which the Company's Books of Account and other books and papers are kept as aforesaid. The books of Account and other books and papers shall give a true and fair view of the state of the affairs of the Company or branch office, as the case may be, and explain its transactions and shall be open to inspection by any Director during business hours.

155. At all Annual General Meetings, the Directors shall lay before the Company in the form and giving the information required by the Act, a Balance Sheet and Profit and Loss Account for the period since the last preceding Account, made up to a date earlier than the date of the meeting more than six months.
156. The Board shall prepare and place at the Annual General Meeting along with the Balance Sheet and profit and Loss Account a report with respect to the state of the Company affairs, the amount if any, which it proposes to carry to any reserves and the amount if any, which it recommends to be paid by way of dividend (Section 217).
157. The profit and Loss Account shall give a true and fair view of the profit or loss of the Company for the financial year and shall comply with the requirements of part II of Schedule VI of the Companies Act, 1956 so far as they are applicable thereto. The Balance Sheet shall be in the form set out in Part I of the Schedule VI of the Act or as near thereto as circumstances admit.
158. The Auditors' Report shall be attached to the Balance Sheet and Profit and Loss Account or there shall be inserted at the foot thereof a reference to the report, and the report shall be read before the Company in Annual General Meeting and shall be open to inspection by any shareholder.
159. The Directors shall from time to time, in accordance with Section 210, 211, 212, 215, 216 and 217 of the Act, cause to be prepared and to be laid before the Company in Annual General Meeting, such Balance Sheet, Profit and Loss Account and Report as are required by these sections.
160. A copy of such Accounts, Balance Sheet and report as aforesaid and every other document required by law to be annexed or attached to Balance Sheet shall be made available for inspection at the Registered Office of the Company during working hours for a period of 21 days before the date of the meeting and a Statement containing the salient features of such documents in the prescribed form or copies of the document aforesaid shall at least 21 days previous to such meeting be served on every member of the Company in the manner in which Notices are herein after directed to be served as also to every holder of Debentures (not being bearer Debenture) issued by the Company and to every Trustee for holder of Debentures.

## AUDIT

161. At least once in every year the accounts of the Company shall be examined and the correctness of the Balance Sheet and Profit and Loss Account ascertained by one or more Auditor or Auditors.
162. The Company at the Annual General Meeting in each year shall appoint an Auditors to hold office until the next Annual General Meeting in accordance with Section 224 to 233 of the Act. The first auditor will be appointed by the Board of Directors.
163. The Directors may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditors, if any, may act.

## DOCUMENTS AND NOTICES

164. (1) A document or notice may be served or given by the Company on any Member either personally or by sending it by post to him to his registered address (if he has no registered address) or to the address, if any, in India or abroad supplied by him to the Company serving documents or notices on him.
- (2) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, preparing 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 acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member and, unless the contrary is proved, such service shall be deemed to have been effected in the case of the 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.
165. 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 outside India for the serving of documents on or the sending of notices to him.
166. 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 previous 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 share.
167. A document or notice may be served or given by the Company on or to joint- holders of a share by serving or giving the document or notice on or to the joint-holders, named first in the Register of Members in respect of the share.

168. Documents or notice of every General Meeting shall be served or given in same manner herein before described on or to (a) every Member, (b) every person entitled to a share in consequence of the death or insolvency of a member and (c) and auditor or auditors for the time being of the Company.
169. Any document of notice to be served or given by the Company may be signed by a Director or Secretary or some person duly authorised by the Board of Directors for such purpose and the signature thereto may be written, printed or lithographed or rubber stamped.
170. All documents or notices to be served or given by Members on or to the Company or any office thereof shall be served or given by sending it to the Company or officer at the office by post under a certificate of posting or by registered post, or by leaving it at the office.

### RECONSTRUCTION

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

### WINDING UP

172. In the event of winding up of the Company every member of the Company who is not for the time being in the Union Territory of Delhi shall be bound within eight weeks after the passing of an effective resolution to wind up the Company voluntarily or the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some householder residing in Union Territory of Delhi upon whom all summons, notices, process, orders and judgements in relation to or under the winding up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person and service upon any such appointee whether appointed by the member or the liquidator shall be deemed to be good personal service on such member for all purposes and where the liquidator makes any such for all purposes and where the liquidator makes any such appointment he shall with a convenient speed give notice thereof

to such member by advertisement in some local daily newspaper or by a registered letter sent through the post and addressed member at his address as mentioned in the register of members of the Company, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted. The provisions of this Article shall not prejudice the right of the liquidator of the Company to serve any notice or other document in any other manner prescribed by the regulations of the Company.

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

### INDEMNITY

174. Subjects to the provisions of Section 201 of the Act, every Director, Chairman, Managing Director, member of the Committee, Secretary and other officer or servant of the Company shall be indemnified against and it shall be the duty of the Directors to pay out of the funds of the Company all bonafide costs, losses and expenses which any such Director, Chairman, Managing Director, Member of the Committee, Secretary or other officer or servants may incur or become liable to by reason of any contract entered into or in any way in the discharge of his duties including expenses and in particular, and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Chairman, Managing Director, member of the committee, Secretary, officer or servant in defending any proceedings whether civil or criminal, in which judgement is given in his or their favour or he or they is or are acquitted, or in connection with any application under section 633 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the member over all other claims.

175. Subject to the provisions of the, so far such provisions permit, no Director, Auditor or other officer of the Company shall be liable for acts, receipts, neglects or default of any other Director or officer or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss occasioned by any error judgment, omission, default or oversight on his part, or for any loss, damage of misfortune whatever which may happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

### SECRECY CLAUSE

176. Subject to the provisions of Section 635B of the Act, every Director, Chairman, Secretary, Auditor, trustee, member of a Committee, Officer, Servant, Agent, Accountant or other

persons employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy in respect of all transaction 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.

177. No person or other person (not being Director) shall be entitled to visit or inspect any work of the Company without permission of the Directors or to require discovery or any information in respect of any detail 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 Director, it would be inexpedient in the interest of the Company to disclose.

Names, Addresses, Occupation and Description of subscribers	Signature of subscribers	Names, address description, occupation and signature of the witness
1. ASHWANI K. GUPTA S/o Sh. Mohinder Sain Gupta R.O. 101 Green Avenue, Batala (Pb) Industrialist	Sd/- Ashwani K. Gupta	I witness the signatures of all the subscribers who have signed in my presence at New Delhi Sd/- <b>(KEWAL KRISHAN SETH)</b> Chartered Accountant (M. No. 14313) S/o Late Sh. Uttam Chand Seth R/o EG-73, Inder Puri, New Delhi.
2. VIJAY KUMAR GUPTA S/o Sh. Sohan Lal R/o 101, Green Avenue, Batala (Pb) Industrialist	Sd/- Vijay Kumar Gupta	
3. PAWAN K. GOEL S/o Sh. Sushil K. Goel R/o Bhandari Mohalla, Batala (Pb) Industrialist	Sd/- Pawan K. Goel	
4. NAWAL KUMAR GOEL S/o Sh. Kashmiri Lal Goel R/o Bhandari Mohalla, Batala (Pb) Industrialist	Sd/- Nawal Kumar Goel	

New Delhi

Dated this

2nd

day of

May,

1990