

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

नाम परिवर्तन के पश्चात् नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L28122DL1983PLC017141

मैसर्स AMD METPLAST LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
AMD METPLAST LIMITED

जो मूल रूप में दिनांक सत्राह दिसम्बर उन्नीस सौ तिरासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
ASHOKA METAL DECOR PRIVATE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके जो उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि. 507 (अ) दिनांक 24.6.1985 एच.आर.एन. A25632266 दिनांक 21/11/2007 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
AMD INDUSTRIES LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा दिल्ली में आज दिनांक इक्कीस नवम्बर दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, National Capital Territory of Delhi and Haryana

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L28122DL1983PLC017141

In the matter of M/s AMD METPLAST LIMITED

I hereby certify that AMD METPLAST LIMITED which was originally incorporated on Seventeenth day of December
Nineteen Hundred Eighty Three under the Companies Act, 1956 (No. 1 of 1956) as ASHOKA METAL DECOR
PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956
and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of
the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification
No. G.S.R 507 (E) dated 24/06/1985 vide SRN A25632266 dated 21/11/2007 the name of the said company is this
day changed to AMD INDUSTRIES LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this Twenty First day of November Two Thousand Seven.



(SANTOSH KUMAR)
कम्पनी रजिस्ट्रार / Registrar of Companies
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा
National Capital Territory of Delhi and Haryana

GOVERNMENT OF INDIA

MINISTRY OF COMPANY AFFAIRS

National Capital Territory of Delhi and
Haryana

B-block Paryavaran Bhawan, CGO Complex, Lodhi Road, , New Delhi - 110003, Delhi, INDIA

Corporate Identity Number : U28122DL1983PLC017141

**Fresh Certificate of Incorporation Consequent upon Change of
Name on Conversion to Public Limited Company**

IN THE MATTER OF M/s AMD METPLAST PRIVATE LIMITED

I hereby certify that AMD METPLAST PRIVATE LIMITED which was originally incorporated on SEVENTEETH day of DECEMBER NINETEEN EIGHTY THREE under the Companies Act, 1956 (No. 1 of 1956) as AMD METPLAST PRIVATE LIMITED having duly passed the necessary resolution on 12/05/2006 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 AMD METPLAST LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this SECOND day of JUNE TWO THOUSAND SIX.




(R.K.S.H.)
Registrar of Companies
National Capital Territory of Delhi and
Haryana

COMPANY NO. 17141

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME

In the office of the Registrar of Companies, NCT of Delhi & Haryana
[Under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF M/s ASHOKA METAL DECOR PVT LTD

I hereby certify that ASHOKA METAL DECOR PVT LTD
incorporated on Seventeenth December Nineteen Hundred and eighty three
under the Companies Act, 1956 (Act 1 of 1956) under the name
ASHOKA METAL DECOR PVT LTD

having duly passed the necessary resolution in terms of Section 21 of the
Companies Act, 1956 and the approval of the Central Government signified
in writing having been accorded thereto under Section 21 of the Cos. Act 1956
read with Government of India, Department of Company Affairs, Notification
No GSR 507(E) dt 24/06/1985, New Delhi vide letter

No. ROC/Approval/21/55- 17141/ 1965 dated 27/08/2004

the name of the said company is this day changed to

AMD METPLAST PRIVATE LIMITED

and this Certificate is issued pursuant to Section 23(I) of the said Act.

Given under my hand at New Delhi this Twenty Seventh August
Two Thousand and Four.



V.N. Sharma
27/8/04
(V . N . SHARMA)
DY./ASST. REGISTRAR OF COMPANES,
N.C.T. OF DELHI AND HARYANA (JLNS)



प्रारूप • आई • आर •

Form I. R.

नियमन का प्रमाण-पत्र

Certificate of Incorporation

चं० 17141 शक 1905

No. 17141 of 19 83-84

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज अशोका मेटल डेकोर प्राइवेट लिमिटेड

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन नियमित की गई है और यह कम्पनी परिसीमित है ।

I hereby certify that ASHOKA METAL DECOR PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता 26 अगस्त, 1905 को दिया गया ।

Given under my hand at NEW DELHI this SEVENTEENTH

day of DECEMBER One thousand nine hundred and EIGHTY-THREE



Handwritten signature and date 17/12/83

सूरज कपूर
कम्पनी रजिस्ट्रार
SOORAJ KAPOOR
Registrar of Companies
DELHI & HARYANA

(THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

AMD INDUSTRIES LIMITED

- I. The name of the Company is “**AMD INDUSTRIES 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. **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :**
 1. To carry on the work of mechanical and electrical engineers and to run workshops for doing all types of mechanical jobs.
 2. To carry on business of manufacturers of and dealers in all kinds of containers, closures, cartons, drums, packing and packing requisites made of metal or any other material.
 3. To carry on the business of manufacturing, spinning, texturising, weaving, ginning, pressing, dyeing, garmenting, combing, scouring, importers, exporters, buyers, sellers, traders and dealers of all kinds of natural yarn and fabric including wool, cotton, jute, silk, rayon, hemp and man-made synthetic fibres and filament yarns like viscose, nylon, polyester, acrylic, polypropylene, polycrylenstrite, polyvinylacetate, cashmelon, polymers, monomers, elastomers, PVC and other olefin materials including industrial and technical yarns, tyre yarns, tyre cords, tyre cords fabrics, and all other types of industrial and other fabrics, films and sheets, webs and staple fibres, staple fibre yarn, acrylic and metallic yarn, glass fibres, cellulose, cotton, flex, jute, hemp, silk, artificial silk, rayon, linen, wool and any other man-made chemicals, synthetic and/or natural fibres and fibrous materials and the cultivation or production thereof and other materials, equipment, stores used therein or in relation thereto and their raw material, intermediary products, other allied products, by-products or substances or substitutes for all or any of them, and the business of manufacturing, bleaching, printing dyeing, combing and dealing in yarn cloth, garments, linen, and other goods and fabrics, apparels whether textile, netted or looped and other goods of merchandise made therefrom

and to transact all manufacturing, trading or curing and preparing processes in connection therewith.

4. To undertake and carry on the business of purchasing, developing and selling any type of land or plot whether residential, commercial, agricultural, industrial, rural or urban that may belong to company or to any other person of whatever nature and to deal in land or immovable properties of any description or nature on commission basis and for that purpose to make agreements to sell the land of the company or of any body else and to erect and to construct houses, buildings or civil and constructional works of every description on any land of the company or upon any other lands or immovable property and to purchase, take on lease or otherwise own, hold, construct, erect, alter, develop, colonies, decorate furnish, pull down, improve, repair, renovate, build, plan, layout, set, transfer, charge assign, let out, hire, sublet or sublease all type of lands, plots, buildings, hereditaments, bungalow, quarters, offices, flats, swimming pools, chawls, warehouses, godown and/or any type of commercial or residential structures/infrastructure/buildings/establishments/properties, etc. whether free-hold or lease-hold of any nature and description and wherever situated in any way for consideration for a gross sum or rent or partly in one way or the other and also to acquire land for the construction of multi-storeyed buildings, townships, localities, colonies, residential or commercial complexes, and to licence the flats therein on suitable terms and conditions.
5. To carry on business of founders of ferrous, and non-ferrous metals, to carry on the cast iron foundry for the manufacture of all types of ferrous and non-ferrous metals, iron and steel, pipes and pipes fittings, reservoirs, drainage requisites including manhole frames and covers and other general and special castings and to execute any other particular orders received from local and other industrialists, dealers, general public or Government Departments.
6. To carry on the business of manufacturers, importers, exporters, retailers, traders or otherwise in any manner doing the business of dealing in food products, agro products, vanaspati products, oils, grosseries, beans, seeds, fruits, vegetables or the products to be manufactured with the help of fruits, vegetable, beans, seeds, oils, grosseries, or such other similar products or to deal in any manner in any of the bye-products of agro products, vananspati products, oils, grosseries, beans, seeds, fruits, vegetables.

7. To carry on the business as agent, trader, consultant, adviser, job worker in any manner with respect to any of the objects of the Company and to apply by way application, tender, assignment, agreement and/or by way of any other method for procurement of business in the areas of any of the objects of the Company.

8. To carry on the business of manufacturer, exporter, seller, processor, cleaner, treater, purifier, wholesalers, dealers, suppliers, service provider, etc. of water from raw water to make it drinkable and to sell the same in packaged form of various sizes or to sell the treated water in any form, and to carry on the business of manufacturer, exporter, seller, wholesalers, dealers, suppliers, service provider of reverse osmosis water purification system, drinking water purification system, reverse osmosis drinking water purifier, water softening plants, soft water plant, water softener, water disinfectant & online water conditioner, water treatment plants and waste water treatment plants including activated carbon filters, trickling filters, water ozonator, drinking water treatment systems, mobile drinking water treatment system, Manufacturers of water treatment plants, waste water treatment plants, waste water treatment clarifiers, dissolved air flotation clarifiers, waste water purification equipments, industrial wastewater treatment plants, DAF clarifiers, water treatment plant, reverse osmosis plant, water softener plant, mineral water RO plant, D M plant, soda plant, S.S tank, water filling machine, customized RO plants, reverse osmosis plants, industrial RO plants, sewage treatment plants, containerized RO plants, UF plants, mineral water plants, water purification & water softening plant, sewage treatment plants, ultra filtration membranes, waste treatment plants and wastewater recycling equipment, ultra filtration plants, desalination plants, turnkey mineral water plants, industrial water softener and wastewater treatment plants, UV sterilization systems, domestic reverse osmosis plants, hydro pneumatic system, water softeners, water purification plants, industrial water treatment plants, domestic water treatment plants, swimming pool water treatment plants and water softeners, ozone water purifier, zone absorption system for mineral water plants and water disinfection system for drinking water, bottled water, swimming pool water, cooling tower water and tube well water, water treatment chemicals, purification plants and purification plants & equipment. Also exports chelating and sequestering agents, cheated micronutrients and fine chemicals such as acetates, carbonates, citrates, DTPA acid, water softening plants, water softeners, membrane bio reactors, UV water purifiers, reverser osmosis water purifiers and dosing systems, sewage treatment plants and effluents treatment plants. Also deals in pollution control system, scrubbers, dust collection system and blowers, reverse osmosis water purifiers, , industrial demineralized water systems, dewatering equipment, vacuum dewatering system, vacuum pump, double beam screed vibrator, power floater, power trowel, top mat, filter mat and

other construction equipment, water softening plants, water purifying plants, water softeners, water RO systems, industrial RO systems and RO filtration systems, including ozone water purifier, domestic water purifier and water ozonizer. Also supplies ultrasonic air humidifier, air ionizer, room electrostatic ionizer and ozone air purifier, mineral water treatment plant, sewage water treatment plant, wastewater treatment plants, , RO plants, DM plants, dual-media filters, ultra filters, dematerializing plants with MB, chemical dosing systems, filters, swimming pools filtration plant, UV plant, sewage treatment plants and effluent treatment plants, wastewater recycling plant, , wastewater bioremediation, solid waste management, boiler & cooling water treatment chemicals, biocides and polyelectrolyte, Manufactures and suppliers of water filters such as domestic water filters, commercial water filters, industrial water filters, liquid filter bags, cartridge filter system along with compressed air filters, compressor oem filters, hydraulic oil filters, water purifier accessories, water purifier fittings, purifier units, resin purifiers, UV purifiers, water purifier connectors, water purifier valves, water filter pipes and candles for filter.

9. To carry on business of traders, dealers, manufacturers, wholesalers, retailers, exporters, importers, broadcasters, developers, copywriters, inventors, etc. in cotton, jute, tea, coffee, tobacco, rubber, oil, grains, pulses, seeds, vegetable product, processed food, cotton goods, jute goods, tobacco product, textiles, garments, yarn, synthetic goods, fibrous materials, mill stores, coal, dry fruits, grains, dyes, chemicals, fertilizers, seeds, building, material, office appliances, domestic appliances, furniture, decorative items, gift items, steel utensils, plastic goods, and drubber items, pulp, paper, engineering goods, electrical items, electronic items, audio-video air channels, all media & film industry businesses, news print media businesses, magazines, steel and cast iron items, automobile parts and components of machinery, plants & machinery items and in any such merchandisable items as are legally permitted for the business.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

1. To acquire for the purposes of the company by purchase, construction lease, exchange, or otherwise any estates, lands, buildings and hereditaments of any tenure or description and any estate or interest therein, and any rights over or connected with land and either: to retain the same for the purpose of the company's business or to turn the same to account as may seem expedient.
2. 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 the money of the company not immediately required in such manner as from time to time may be determined, provided that the company shall not carry on the business of banking as provided in the Banking Regulation Act.

3. To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licenses, concessions and the like conferring an exclusive or non-exclusive or limited right to use the same or any secret or other information as to any invention, which may seem capable of being used for any of the purpose of the company and to use, exercise, develop or grant licences, in respect of or otherwise turn to account the property, rights or information so acquired.
4. To manufacture, import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise, deal in all kinds of plant, machinery, apparatus, tools utensils substances, material and things, necessary or convenient for carrying on any of the above specified business or proceedings of the Company.
5. To adopt such means of making known the products of the company as may seem expedient and in particular by advertisement in the press, pamphlets, hand bills, advertisement reels, cinema slides, by purchase and exhibition of works of arts or interest by publication of books, magazines and periodicals and by granting prizes rewards and donations.
6. To provide for the welfare of the employees or ex-employees of the Company or its predecessors in business or the family members, dependants, or connections of such persons, by building or contributing to the building of the houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, payments towards insurance, bonuses, profit sharing bonuses or benefits or any other payments or by establishment, supporting or from time to time subscribing or aiding in the establishment and support of association, institutions, funds including provident fund trusts, gratuity funds, profit sharing or other schemes and conveniences and by providing or subscribing or contributing towards the place of instructions and recreation, hospitals and dispensaries, medical ~ and other attendance as the (Company shall think fit and also subscribe or grant money for charitable, benevolent, religious, national, public or any other institutions objects or purposes or for any exhibitions for any public, general or useful objects and to make donations to any religious, or other social institutions.
7. To establish, provide maintain and conduct or otherwise subsidize research laboratories, experimental stations, workshops, libraries for scientific, industrial and technical research and experiments and to undertake and carry research and investigations to improve and invent to process new and better techniques and methods of manufacturing the company's products.
8. To acquire and undertake all or any part of the business, property and liabilities of any person or company, carrying on any business, which this company is authorized to carry on or possessed of property suitable for the purpose of the Company.
9. To enter into any arrangement with any Government, or authority supreme, municipal, local or otherwise that may seem conducive to the common objects or any of them and to obtain them from any such Government, or authority all rights, concessions and privileges, which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
10. To enter into partnership or any arrangement for sharing profits or losses, or into any union of interest, joint venture, reciprocal (concession or cooperation with any person or

persons, company or companies carrying on or engaged in which this company is authorised to carry on.

11. To sell or dispose of the undertaking of the company, or any part thereof for such consideration as the company, may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part, similar to those of this company.
12. Subject to section 292 and 58 A of the Act and the regulations made thereunder and the directions issued by Reserve Bank of India, to borrow to receive money on deposit at interest for any of the purposes of the company, and such time or times and in such manner as may be thought fit and in particular by the issue of debentures or debenture-stock, perpetual or otherwise including debentures, or debenture-stock convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received, or of mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the company present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders the power of sale and other powers as may seem expedient and to purchase, redeem, or pay off any such securities.
13. To take or otherwise acquire and hold shares in any other company having objects altogether or in parts similar to those of this company.
14. To undertake and execute any trusts, the undertaking of which may seem to the company desirable, either gratuitously or otherwise.
15. To draw, make, accept, discount execute and issue bill of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
16. To refer or agree to refer any claims, demands, disputes or any other question, by or against the Company or which the Company is interested or concerned and whether between the company and a member or members or his or their representatives, or between the Company and the third parties, to arbitration in India, or any place outside India and to observe and perform and to do all acts, deeds, matters and things, to carry out or enforce the awards and to institute, compromise, withdraw or abandon any legal or other proceedings and claim by or against the Company, by or its officers or otherwise concerning the affairs of the Company, subject to the provisions of section 201 of the Companies Act, 1956.
17. To remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the company, or the acquisition of property by the company, or the conduct of its business.
18. To distribute among the, members in specie any of the property of the company or any proceeds of sale or disposal of any property of the company in the event of its winding up.
19. To acquire by lease, grant, assignment, purchase, exchange, concession, barter, licence or otherwise either absolutely or conditionally, and either solely or jointly with others any properties, houses, lands, basements, water-rights, way bases, privileges, rights

hereditaments trade marks, patents, inventions, cold-storage and any other movable or immovable properties situated in India or abroad from Government, companies, firms or individuals for the attachment of main objects.

20. To open an account or accounts with any individual, firm or company or with any Banks or Shroffs and to pay into and to withdraw money from such account or accounts.
21. To establish, maintain and work branches, sub-offices, depots, show-room and agencies of the company in India and elsewhere in any part of the world and to discontinue the same wherever necessary.
22. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special fund whether for depreciation or for repairing, improving, extending, or maintaining any of the property of the company or for redemption of debentures or redeemable preference shares or for special dividends or for any other purpose whatsoever and to transfer any such fund or part thereof to any of the other funds herein mentioned.
23. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, or otherwise and either along or in conjunction with others, and generally to do all such other things as may appear to be incidental or conducive to the attainment of the main objects.

(C) OTHER OBJECTS

1. To act as manufactures and suppliers of implements and machinery, tool makers, smiths steel and brass founders, metal workers machinists, iron and steel workers, metallurgists, chemical manufacturers, distillers, electrical goods and accessories engineers, gas suppliers, timber merchants and suppliers of agricultural, implements, motor and automobile, spare parts and sugar mill machinery, oil mill machinery, manufacturers of surgical instruments and to buy, sell, manufacture repair, convert, let on hire and deal in minerals, metals, machinery, implements, rolling, stock, and hardware of all kinds.
2. To carry on the business of manufacturers, importers, exporters, hirers, repairers, cleaners, carriers and stores of and dealers in motor cars; automobile spares and parts, buses trucks, lorries, tractors, bulldozers, motor cycles, scooters, motor boats, motor launches, motor buses, motor lorries, motor vans and other conveyances of all descriptions whether propelled or assisted by petrol, spirit, steam, gas, electricity, animal, atomic or other power or engines, chassis and bodies.
3. To carry on the business of bricks, makers, potters, chemicals, and druggists, cycle manufacturers, drapers, furnishers, manufacturers of machinery, electrical goods, appliances, tools and implements, soap, shoe and leather makers, tobacconist, hoteliers and launderers, miners, surgical instrument makers, tea planters, miners behaviours, refreshment rooms and saw mill owners and business of stationers in all its branches.
4. To carry on the business of cold storage; refrigeration, cooking, dehydrating preserving and canning of any production on Company's own account or as contractors for any governmental, municipal body or individual on such terms and conditions as the Directors may think fit.

5. To carry on the business as meal manufacturers, grain and seed merchants, oil merchants, cotton, groundnuts, mowra and castor merchants, cake and corn merchants, millers, flour merchants, bakers, biscuit makers and confectioners.
6. To carry on the business of exhibition of films, cinema owners, film distributors and studio owners.
7. To purchase or otherwise acquire any land, building or premises and to turn to account, develop, improve, alter, demolish or let out for the purpose of carrying on the business of hotel, restaurant, coffee, tavern, lodging, housekeepers and to carry on the business of wine, spirit and liquor merchants, importers, exporters and manufacturers of aerated mineral and artificial, waters and other drinks whether intoxicating or not and caterers for public amusement or entertainment, proprietors of motor and other vehicles, garage merchants, victuallers, live and dead stock and colonial and foreign produce of all description, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing room, museum, reading writing and newspaper room, library, play grounds, indoor and outdoor game, sport, recreation, exhibition, entertainment of all kinds, agents for railways and shipping company and tourists.
8. To manufacture cotton, woollen and silk, artificial and synthetic fibre goods of all kinds and to carry on all or any of the following business:-

Cotton, woollen and silk spinners and doublers, flex and jute spinners, wool combers, worsted spinners, linen manufacturers, worsted, stuff manufacturers, drapers, flex, hemp, jute, wool and silk merchants, bleachers and dyers and makers of vitriol, bleaching and dyeing materials, growers of mulberry or other trees and producers of any other articles or thing whether by cultivation or afforestation or by any other mechanical or chemical power or appliance for the purpose of obtaining silk, woollen, cotton or any other material to be converted into cloth.
9. To carry on the business as dealers in and purchasers of dairy farms and garden produce of all kinds and in particular milk, cream, butter; ghee, cheese, poultry, eggs, fruits, vegetable oils, vegetable ghee, artificial ghee, spices, sausages, prawn, potted meat, table delicacies, loaves, bread and manures.
10. To carry on the business of constructions and furnishers of houses, shops, saloons, balls and other apartments and exhibition decorators and execute decorative work of all sorts.
11. To carry on all kinds of business of manufacturers, importers, exporters, assemblers and distributors of and dealers in radios, radiograms, gramophones, wireless apparatus, domestic and commercial refrigerators, coolers, freezers of all kinds, humidifying, ventilating and cooling plants, room coolers and air-conditioning of all kinds, records bare and rubber insulated wires, cables, flexible cords, fuse wires, cooper, weld and aluminium wires, electric switches and switch gears, contents, lamps, motors, fans and electric goods plastic and light material products, equipments and necessities of all kinds, cold storage equipments and all articles and things used in manufacture construction, erection, maintenance and working thereof in any way. To repair the same and their machinery and apparatus and to manufacture and deal in loud speakers, transformers, microphones, transmitters, amplifiers, receivers, public address equipments and wireless equipment of all kinds and accessories of all kinds used in the

manufacture, installation erection, repairs maintenance and working thereof or in connection therewith in any way.

12. To carry on forward trading in commodities, securities and stocks and shares, metal, cotton, grain, seeds, oil or in any other commodities as permissible under law.
13. To buy, sell, import and deal in all kinds of food products, seeds patents and licences and all kind of fertilizers, lime and stock feeds.
14. To carry on business of founders of ferrous, and non-ferrous metals, to carry on the cast iron foundry for the manufacture of all types of pipe and pipe fittings, water reservoirs, drainage requisites including manhole frames and covers, gratings and ladders, cast iron sanitary appliances and fittings including flushing cisterns; bath tubs, was basins, cast iron building requisites including railings, spiral stairs, ladders, ventilators, ornamental window frames, pifiars, agricultural implements including choppers, ploughs, cast iron railway castings including sleepers, fish plates, wheels and other fittings, house hold requisites and utensils including cooking pans, coal mining and engineering requisites including pinions, tube wheels, pump parts and other general and special castings and to execute any other particular orders received from local and other industrialists, dealers, general public or Government departments.
15. To deal in precious stones, diamonds, pearls, jewellery, watches, clock, chronometers, gold and silver plates, electro-plated cutlery, presents and gifts, coins, cups, medals, shields, curios, articles of vitreous, art and antiquities, dressing bags, hand bags and bronzes.
16. To acquire improve, manage, work, develop and exercise all rights in respect of leases and mortgages and to sell dispose of, turn to account and otherwise deal with, property of all kinds and in particular land, building, concession, patents, business concerns and undertakings.
17. To buy, soft and deal in chicken, chicken food, incubators, duck's turkey geese and guinea fowls, patridges and other birds.
18. To manufacture sugar and allied products from beet root, sugarcane, gur, molasses and any other substance or produce or chemicals.
19. To purchase, produce, grow, raise, preserve, purify, refine, import, export, prepare, sell and deal in sugar, sugar candy, sugar cane, gur, molasses syrups, alcohol and all other by products and food, products, fertilizers seeds, patents and licences and to maintain refineries, foundries, workshops, distilleries and other works for the purpose of the Company.
20. To manufacture and deal in anatomical, orthopaedic appliances of all kinds.
21. To grow, raise, tend and cultivate tea, coffee, cinchona rubber and other produce and to carry on the business of tea plants in all its branches and to carry on and work the business of cultivators, mine owners and buyers of every kind of vegetable, mineral or other produce of the soil, to prepare, manufacture and render marketable any such produce and to sell, dispose of and deal in any such produce, either in its prepares, manufactured, or raw state and either by wholesale or retail.

22. To carry on the business of helicopter-spraying on farms, grove lands, cultivations, products and other allied business of eradication of diseases; virus and insecticides.
23. To carry on the business as travel agents, tourist and cargo carriers by road, air, sea or by any other mode of transport and to carry all allied businesses and activities pertaining to the travelling and tourist business.
24. To deal, supply, manufacture, import, and export all kinds of cosmetic, perfumes and beauty aids.
25. To carry on the business of buying, selling, exporting, importing, manufacturing, constructing, devising and preparing all kinds of advertising novelties, materials, aids complimentary gifts, devices, designs and any other media used for the purpose of audio visual publicity and advertisement.
26. To carry on the business of advertising agents both out-door and through news-papers, magazines, books, periodicals, directories, souvenirs, screens, walls, buses, railway carriages or through any other media of advertisements.
27. To deal in and manufacture-chemicals and pharmaceutical goods.
28. To carry on the business of suppliers, manufacturers, importers, Exporters and a Rents of and dealers in pulp, paper, hard-board, packing paper, packing materials, straw products and to establish paper mills.
29. To deal in and manufacture plastic goods, polyester goods and other artificial and synthetics materials and products.
30. To carry on the business of steel furniture, iron safes, rolling shutters, once equipments and other steel structural products.
31. To carry on the business of manufacturing, buying and selling readymade garments in all its kinds.
32. To deal in glass manufacture, glass sheets, bottles, vacuum and other glassware goods and to establish bottling plants and ceramic factories.

IV. The liability of the members is Limited.

- V. The Authorised Share Capital of the company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten) each.**

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

Sl. No.	Names, addresses, occupations and description of subscribers	Number of equity shares taken by each subscriber	Signature of Subscribers	Name, address, occupation and description of witness
1.	HAR SWARUP GUPTA S/o Late Shri T.L. Gupta 53/73, Ramjas Road, New Delhi-110005 (Business)	50 Equity Shares	Sd/-	I hereby witness signatures of subscribers No. 1 & 2 Sd/- (SURESH K. GUPTA) S/o Shri Parmeshri Das 2994/2, Chuna Mandi, Paharganj, New Delhi-110055 Chartered Accountant
2.	ASHOK GUPTA S/o Shri Har Swarup Gupta 53/73, Ramjas Road, New Delhi-110005 (Business)	50 Equity Shares	Sd/-	
	Total	100 (One hundred Equity Shares)		

New Delhi

Dated 3rd day of December 1983

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1956)
ARTICLES OF ASSOCIATION
OF
AMD INDUSTRIES LIMITED

- 1.** No regulations contained in table F in the schedule I to the companies Act, 2013, shall apply to this company, except in regard to matters not specifically provided in these Articles, but the regulations for the management of the company and for the observance of the members there of and their representatives, shall, subject to any exercise of the statutory powers of the company with reference to the repeal or alteration of or addition to, its resolution by special resolution as prescribed by the said companies Act, 2013, be such as are contained in these Articles.
- Table F not to apply but company to be governed by these Article

INTERPRETATION

- 2.** In the interpretation of these Articles, unless, repugnant to the subject or context.
'The Company' or This Company' means AMD Industries Limited.
- 'The Act' means the companies Act, 2013, or any statutory modification or re-enactment thereof for the time being in force.
- 'Rules' mean the applicable rules for the time being in force as prescribed under relevant sections/chapters of the Act.
- 'Board' or 'Board of Directors' means collective body of the directors of the Company.
- 'Office' means the registered office for the time being of the company.
- 'Seal' means the Common Seal for the time being of the company.
- Words importing the masculine gender also include the feminine gender.
- 'in writing' and 'written' include printing, lithography and other modes of representing or reproducing words in a visible form.
- Words importing the singular number include, where the context admits or requires the plural number and vice versa.
- The marginal notes used in these Articles shall not affect the Construction thereof.
- Save as aforesaid, any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meaning in these Articles.
- Interpretation
Clauses
'The Company' or
'This Company'
'The Act'

'Board' or 'Board of
Directors'

'Office'

'Seal'

'Gender'

'in writing' and
'written'

'Singular number'

SHARE CAPITAL AND VARIATION OF RIGHTS

- 3** The Authorized share capital of the company shall be such amount and be divided into such shares as may, from time to time, be Provided in 5th (V) clause of Memorandum of Association payable in the manner as may be determined by the Directors, from time to time, with power to increase, reduce, sub-divide or to repay the same or to divide the same into several classes and to attach thereto any right and to consolidate or subdivide or re-organize the shares subject to the provisions of the Act, to vary such rights as may be determined in accordance with the regulation of the company. The minimum paid up capital of the company will be Rs.5,00,000/- Rupees five Lac only.
- 4** Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Shares under control of Board
- 5** Subject to the provisions of this Act and these articles, the Board may issue and allot shares in the capital of the company on payment or part payment for any property or any assets of any kind whatsoever sold or transferred, goods or machinery supplied, or services rendered to the company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be. Directors may allot shares otherwise than for cash
- 6** The company shall have the power to issue following kind of shares in accordance with these Articles, the Act, the Rules, and other applicable laws: Kinds of share capital
- A. Equity share capital:
- i. With voting rights; and / or
- ii. With differential right as to dividend, voting or otherwise in accordance with the Act/Rules.
- B. Preference Share Capital
- 7** (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,— Issue of Certificate
- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. Certificate to bear seal

	(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.	One certificate for shares held jointly
8	Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act, 1996.	Dematerialization of securities
9	Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the Securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of Securities.	Option to investors
	If a person opts to hold his security with a depository, the company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.	
10	All securities held by a depository shall be determined and be in fungible form.	Securities in depositories to be in fungible form
11	Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs.	Service of documents
12	Nothing contained in the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.	Transfer of Securities
13	Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the company shall intimate the details thereof to the depository immediately on allotment of such securities.	Allotment of Securities dealt within a Depository
14	Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held with a depository.	Distinctive number of securities held in a depository
15	If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees as may be fixed by the Board for each certificate.	Issue of new certificate in place of one lost, defaced, torn out, etc.

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| 16 | The provisions of forgoing Articles with respect issue of certificates shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the company. | Provisions as to issue of certificates to apply <i>mutatis mutandis</i> to debenture, etc. Commission may be paid |
| 17 | The company may exercise the powers of paying commissions conferred by the Act to any person in connection with the subscription of securities, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in Rules. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other. | |
| 18 | (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the company is being wound up, be varied with the consent in writing of such number of the holders of the issued shares in that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class as prescribed by the Act.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall <i>mutatis mutandis</i> apply. | Variation of member's rights |
| 19 | The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith. | Issue of further shares not to affect rights of existing members |
| 20 | Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted into equity shares on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act. | Power to issue Redeemable Preference shares |
| 21 | The Board or the Company, as the case may be, in accordance with the Act and the Rules, issue further shares to: | Further issue of Capital |
| | a. the persons who at the date of the offer, are holders of the equity shares of the company, such offer shall be deemed to include a right exercisable by the person concern to renounce the shares offered to him or any of them in favor of any other person; or | |
| | b. Employees under a scheme of employees' stock option; or | |
| | c. Any person, whether or not those persons include the persons referred to in clause (a) or (b). | |

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules.

CALLS ON SHARES

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| 22 | The Board, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board make such calls as it thinks fit upon the members in respect of all money unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board. A call may be made payable by installments. | Board may make calls |
| 23 | Fifteen days notice in writing of any call shall be given by the company specifying the time, place of payment, and the person or persons to Whom such call shall be paid. | Notice of calls |
| 24 | The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who from, residence at a distance or other cause, the Board may deem fairly entitled to such extension save as a matter of grace and favour. | Board may extend time |
| 25 | A call may be revoked or postponed at the discretion of the Board. | Call may be revoked or postponed |
| 26 | A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board. | Calls to effect from the date of resolution |
| 27 | The joint-holders of share shall be jointly and severally liable to pay all calls in respect thereof. | Liability of joint holders |
| 28 | If any member fails to pay any call due from him on the day appointed for the payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 18 per cent per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member. | Calls to carry interest |
| 29 | Any sum, which by the terms of issue of a share become payable on allotment or at fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same become payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. | Sums deemed to be calls |
| 30 | On the trial or hearing of any action or suit brought by the company against any member or his representatives for the recovery of any money claimed to be due to the company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequently to the date at which the money is sought to be recovered is alleged to have become due on the shares in respect of which such money is sought to be recovered; that resolution making the call is duly recorded in the minute Book; and that notice of such call was duly given to the | Proof of trial of suit for money due on shares |

member or his representative sued in pursuance of these Articles; and that it shall not be necessary to prove the appointment of the Directors who made such call, or that a quorum of Directors was present' at the board at which any call was made nor that the meeting at which any call made was duly convened or constituted nor any matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

- 31** 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 for feature of such shares as hereinafter provided. Partial Payment not to preclude for feature
- 32** a. The Board may, if it thinks fit, agree to and receive from any member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time and at any time thereafter as exceeds the amount of the calls than made upon and due respect of the shares on account of which such advances are made, the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advance or at any time repay the same upon giving to the member three months notice in writing. Provided that money paid in advance of calls on any shares may carry interest but shall not confer a right to dividend or to participate in profits. Payment in anticipation of calls may carry interest
- b. No member paying any such sum in advance shall be entitled to (a) voting rights in respect of the money so paid by him until the same would but for such payment become presently payable or (b) any right to participate in profits or dividend.
- 33** The company will not give any person the option or right to call of any shares without the sanction of shareholders in general meeting. Option or right to call shares
- 34** The provisions of these Articles with respect to calls shall *mutatis mutandis* apply to any other securities including debentures of the company. Provisions as to calls to apply *mutatis mutandis* to debenture, etc.

LIEN

- 35** (i) The company shall have a first and paramount lien— Company to have lien on shares
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

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

- (ii) The company's lien, if any, on a share shall extend to all

dividends payable and bonuses declared from time to time in respect of such shares.

Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of company's lien, if any, in such shares.

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| 36 | For the purpose of enforcing such line 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 authorize one of their members to execute a transfer thereof on behalf of and in the name of such member. No sale shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall have been served on such member or his representatives and default shall have been made by him or them in payment , fulfillment or discharge of such debts, liabilities or engagement for fourteen days after such notice. | As to enforcing lien by sale |
| 37 | 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 line exists as is presently payable and the residue, if any, shall subject to a like line for sums not presently payable as existed upon the shares before the sale be paid to the persons entitled to the share at the date of the sale. | Application of proceeds of sale |
| 38 | The provisions of these Articles with respect to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the company. | Provisions as to lien to apply <i>mutatis mutandis</i> to debenture, etc. |

FORFEITURE OF SHARES

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| 39 | If any member fails to pay any call or installment of a call on before the day appointed for the payment of the same or any such extension notice to thereof as aforesaid, the Board may at any time thereafter, during such time as the call or installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued, and all expenses that may have been incurred by the company by reason of such non- payment. | If money payable on shares not paid, notice to be given to member |
| 40 | The notice shall name a day not being less than fourteen days from the date of the notice and a place or places on and at which such call or installment thereon at such rate not exceeding 18 per cent per annum as the Directors shall determine from the day in which such call or installment ought to have been paid and expense as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed , the shares in respect of Which the call was made or installment is payable , will be liable to be forfeited. | Form of notice |
| 41 | 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 there after before payment of calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture. | In default of payment, shares to be forfeited |
| 42 | When any share shall have been so forfeited notice of the forfeiture | Notice of forfeiture |

<p>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.</p>	<p>to a member & entry of forfeiture in register of member</p>
<p>43 Any share so forfeited shall be deemed to be the property of the company, and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.</p>	<p>Forfeited share to be property of the company and may be sold etc.</p>
<p>44 Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of forfeiture, together with interest thereon from the time of the forfeiture, until a payment, at such rate not exceeding 18 percent per annum as the Board may determine and the Board may enforce the payment thereof, if it thinks fit.</p>	<p>Member still liable to pay money owing at the time of forfeiture and interest</p>
<p>45 The forfeiture of a share shall involve extinction at the time of the forfeiture, of all interest in all claims and demand 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 save.</p>	<p>Effect of forfeiture</p>
<p>46 A declaration in writing that the declarant is a Director or Secretary of the company and that a share in the company has been duly forfeited in accordance with these Articles on a date declaration, shall be conclusive evidence of the facts therein stated as against all persons claimed to be entitled to the shares.</p>	<p>Evidence of forfeiture</p>
<p>47 Upon any sale after forfeiture or for enforcing a line purported exercise of the power hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the share sold, and the purchaser shall not be bound to see the regularity of the proceedings, or to the applications of the purchase money, and after his name has been entered in the Register in respect of such shares the validity of the sale 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.</p>	<p>Validity of sale</p>
<p>48 Upon any sale, re-allotment or other disposal under the provisions of the proceeding Articles, the certificate originally issued in respect of the relative shares shall unless the same shall on demand by the company has been previously surrendered to it by the defaulting member stand cancelled and become null and void and of no effect, and the directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.</p>	<p>Cancellation of share certificate in respect of forfeited shares</p>
<p>49 The Board may at any time before any share so forfeited shall have been sold re-allotted or otherwise disposed of, annual the forfeiture thereof upon such conditions as it thinks fit.</p>	<p>Power to annual forfeiture</p>
<p>50 The provisions of these Articles with respect to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the company.</p>	<p>Provisions as to forfeiture of shares to apply <i>mutatis mutandis</i> to</p>

debenture, etc.

TRANSFER OF SHARES

- 51** Share in the company may be transferred by an instrument in writing as by the provisions of the Act. Such instrument of transfer shall be in the form prescribed and shall be duly stamped and delivered to company within the prescribed period. Form of Transfer
- 52** The instrument of Transfer duly stamped and executed by the Transferor and the Transferee shall be delivered to the company in accordance with the provisions of the Act. The instrument of Transfer shall be accompanied by such evidence as the Board may require of prove the Title of Transferor and his right to transfer the share and every Registered instrument of Transfer shall remain in the custody of the company until destroyed by order of the Board. The Transferor shall be deemed to the holder of such shares until the name of the Transferee shall have been entered in the Register of members in respect thereof before the registration of the transfer the certificate of the shares must be delivered to the company. Transfer form to be completed and presented to the company
- 53** The Board shall have power on giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the office of the company is situated to close the Transfer books, the Register of member or Register of Debenture-holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year. Closure of Transfer Books / Register of Members
- 54** The Board may, subject to the right of appeal conferred by the Act decline to register— Board may refuse to register transfer
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.
- 55** In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless— Board may decline to recognize instrument of transfer
- (a) the instrument of transfer is duly executed and in the form as prescribed in rules made under the Act;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
- 56** The provisions of these Articles with respect to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the company. Provisions as to transfer of shares to apply *mutatis mutandis* to debenture, etc.

TRANSMISSION OF SHARES

- 57** i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal Title to shares on death of a member

shall *mutatis mutandis* apply to any other securities including debentures of the company.

transmission of shares to apply *mutatis mutandis* to debenture, etc.

COPIES OF MEMORANDUM AND ARTICLES OF ASSOCIATION TO BE SENT TO MEMBERS

- 63** Copies of Memorandum and Articles of Association of the Company and other documents referred to Section 39 of the Act shall be sent by the company to every member at his request within seven days of the request on payment of the sum of Rupee one of each copy.

Copies of Memorandum & Articles of Association to be sent by company

BORROWING POWERS

- 64** Subject to provision of the Act, the Board may, from time to time at its discretion by a resolution passed at a meeting of the Board, accept deposits from members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purpose of 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 moneys without the consent of the company in general meeting.

Power to Borrow

- 65** The payment or re-payment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respect as the resolutions of the members shall prescribe including by the issue of debentures or debenture-stock 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 be issued.

Payment or repayment of moneys borrowed

- 66** Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into share of any denomination, and with any privileges and condition as to redemption, surrender, drawing, allotment of shares and attending but not voting at general meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of general meeting by special Resolution.

Terms of Issue of debenture

ALTERATION OF CAPITAL

- 67** Subject to the provisions of the Act, the company may, by resolution prescribed under the Act,—

Power to alter share capital

(a) increase the share capital by such sum, to be divided into shares of such amount, as it thinks expedient.

(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage in the members shall require applicable approvals under the Act.

- (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

68 Where shares are converted into stock,—

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

Shares may be converted into stock

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

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

Right of stockholders

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

69 The company may, by resolution prescribed under the Act, reduce in any manner in accordance with the provisions of the Act & Rules:

Reduction of Capital

- (a) its share capital; and/or
- (b) any capital redemption reserve account; and/or
- (c) any securities premium account; and/or
- (d) any other reserve in the nature of share capital.

CAPITALISATION OF PROFITS

70 (i) The company in general meeting may, upon the recommendation of the Board, resolve—

Capitalization

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who

would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

Sum how applied

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares or other securities of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(iii) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(iv) The Board shall give effect to the resolution passed by the company in pursuance of this Article.

71

(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

Powers of the Board for capitalization

(a) make all appropriations and applications of the amount resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

Board's power to issue fractional certificate/coupon etc.

(a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

72	Notwithstanding anything contained in these Articles, the Board of Directors may, when and if thought fit, buy back such of the company's own shares or other securities as it may think proper subject to such limits upon such terms and condition and subject to such approvals as may be provided under the applicable provisions of the Act and rules and any other laws for the time being in force.	Buy back of shares
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GENERAL MEETINGS

73	All general meetings other than annual general meeting shall be called extraordinary general meeting.	Extraordinary general meeting
74	The Board may, whenever it thinks fit, call an extraordinary general meeting.	Powers of Board to call extraordinary general meeting

PROCEEDINGS AT GENERAL MEETINGS

75	No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.	Presence of quorum
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76	Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act.	Quorum for general meeting
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77	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the Chair is vacant.	Business confined to election of Chairman whilst Chair vacant
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78	The chairman of the Board shall preside as Chairman at every general meeting of the company. If there is no such Chairman, or if he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the Chair, than the Vice Chairman, if any, of the Directors shall be entitled to take the Chair and if there be no such Vice Chairman or if he be not so present, directors present shall elect one of them to be Chairman of the meeting and if no Director be present or if all the Directors present decline to take the Chair, than the members present shall elect one of their members to be the Chairman of the meeting.	Chairman of the company
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79	In the case of an equality of votes, whether by show of hands or electronically or at a poll, the Chairman shall have a casting vote in addition to the vote or votes to which he may be entitled as member.	Chairman's Casting Vote
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80	1. The company shall cause minutes of proceedings of every General Meeting of any class of members or creditors (including every resolutions passed by Postal Ballot) to be prepared and signed in such manner as prescribed in the Act and Rules and to be kept by making within thirty days of the conclusion of every such meeting entries thereof in book kept for that purpose with their pages consecutively numbered.	Minutes of General Meeting and Inspection thereof By members
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2. The minutes of each meeting shall contain a fair and correct Summary of the proceeding thereat.

3. Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting –

a. is or could reasonably be regarded as, defamatory of any

- person, or
- b. is irrelevant or immaterial to the proceedings, or
- c. is detrimental to the interests of the company.

4. The chairman of the meeting shall exercise absolute discretion in regard to the inclusion or non- inclusion of any matter in the minutes on the aforesaid grounds.
5. Any such minutes shall be evidence of the proceedings recorded therein.
6. The book containing the minutes of the proceeding of General meetings shall be kept at the office of the company and shall be open for inspection of any member without charge during 11 am to 1 pm on all working days.

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| 81 | No General Meeting shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened. | Meeting not to Transact business not mentioned in notice |
| 82 | A body corporate being a member shall be deemed to be personally present if it is represented in accordance with the Act. | Body corporate Deemed to be Personally present |

ADJOURNMENT OF MEETING

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| 83 | The chairman with the consent of the members 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 adjournment took place. | Chairman with Consent may Adjourn meeting and Notice of adjourn meeting |
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- When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- Save as aforesaid, and as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

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| 84 | Subject to any rights or restrictions for the time being attached to any class or classes of shares,— <ul style="list-style-type: none"> (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company. | Entitlement to vote on show of hands and on poll |
| 85 | A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once. | Voting through electronic means |
| 86 | 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. | In what case poll taken without adjournment |

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| 87 | The demand for a poll except on the question 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. | Poll not to prevent transaction of other business |
| 88 | No members shall be entitled to vote either personally or by proxy at any general meeting or meeting of a class of shareholders either upon a show of hands or upon a poll in respect of any shares registered in his Name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has, and has exercised any right of line. | Members in Arrears not to Vote |
| 89 | Subject to the provisions of these articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every member, not disqualified by the last preceding articles shall be entitled to be present, and to speak and vote at such meeting. And on a show of hands every member present in person shall have one vote and upon a poll the voting right of every member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the company. Provided, however, if any preference shareholder be present at any meeting of the company save as provided in the Act, he shall have a right to vote only on resolutions placed before the meeting which directly affect the right attached to his preference shares. | Number of votes to which member entitled |
| 90 | 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 votes he uses. | Casting of votes by a member entitled to more than one vote |
| 91 | A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a showoff hands or on a poll, by his committee or other legal guardian may, on a poll, vote by proxy. If any, member is a minor, the vote in respect of his case of dispute by the chairman of the meeting. | How members non-composment is and minor may vote |
| 92 | If there be joint registered holders of any shares, any one of such persons may vote at any meeting or may appoint another person whether a member or not, as his proxy but the proxy so appointed shall not have any right to speak at the meeting and if more than one such joint holder's be present at any meeting , that one of the said person so present whose name stands higher on the register shall alone be entitled to speak and to vote I respect of such shares but the other or others of the joint holders shall be en entitled to be present at the meeting. Several executers or administrator of a deceased member in whose name share stand shall for purpose of these articles be deemed joint- holders thereof. | Votes of joint members |
| 93 | Subject to the provisions of these Articles, vote may be given either personally or by proxy. A body corporate being a member may vote either by a representative duly authorized in accordance with the Act and such representative shall be entitled to exercise the same right and powers, including the right to vote by proxy, on behalf of the body corporate which he represents as that body could exercise if it were an individual member. | Voting in person or by proxy |
| 94 | Any person entitled under Transmission clause to any share, may | Vote in respect of |

vote at any general meeting in respect thereof in the same manner as if he were registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Board of his right to such shares and give such indemnity if any as the Board may require or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

shares of deceased and insolvent member

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

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

PROXY

96 Every proxy, whether a member or not, shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is corporation under the common seal of such corporation or be signed by an officer or any attorney duly authorized by it and any committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meetings.

Appointment of proxy

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

Form of proxy

98 An instrument of proxy may appoint a proxy for the purpose of a particular meeting specified in the instrument and any adjournment thereof.

Proxy for specified meeting

99 A member present by proxy shall be entitled to vote only on a poll.

Proxy to vote only on a poll

100 The instrument appointing a proxy and the power of attorney or their authority if any, under which it is signed or a notarized copy of that power of authority, shall be deposited at the office not later than forty eight hours before the time for holding meeting at which the person named in the instrument purposes to vote, and in default the instrument or proxy shall not be treated as valid.

Deposit of instrument of appointment

101 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of insanity of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity or revocation or transfer shall have been received at the office before the meeting.

Validity of votes given by proxy notwithstanding death of member

102 No objection shall be made to the validity of any vote, except at any meeting or poll at which such vote will be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

Time for objections of votes

BOARD OF DIRECTORS

103 Until otherwise determined by a General Meeting of the company and subject to the provisions of the Act, the number of directors shall not be Less than three or more than fifteen.

Number of Directors

- 104** Whenever Directors enter into a contract with any Government, Central, State or local, any bank or financial institution or any person or persons hereinafter referred to as "the appointer" for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever, the Directors shall have, subject to the provisions of Act, the power to agree that such appointer shall have the right to appoint or nominee by a notice in writing addressed to the company one or more persons, who are acceptable to the Board as Directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be required to hold any qualification shares. The Directors may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or other in his or their place and also fill in vacancy, which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever. The Directors appointed nominated under this Article shall be entitled to exercise and enjoy all or any of the right and privileges exercised and enjoyed by the Directors of the company including payment of remuneration and traveling expenses to such Director or Directors as may be agreed by the company with the appointer.
- Power to appoint ex-officio Directors
- 105** If it is provided by the trust deed, securing or otherwise, in connection with any issue of debentures of the company, that any Person or persons shall have power to nominate a Director of the Company, then in case of any and every such issue of debentures, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as Debenture Director. A Debenture Director may be removed from office at any time by the person or Persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares.
- Debenture Director
- 106** At the request of the concerned Director the Board may appoint an Alternate Director to act for Director, hereinafter call "the original Director", during his absence for a period of not less than three months from India. An Alternate Director appointed under the Articles shall not hold office for a period longer than that permissible to the original director in whose place he has been appointed and shall vacate office if and when the original Director returns to India. If the term of office of the original Director is determined before he so returns to India, any provisions in the Act or in these Articles for the automatic reappointment of retiring Director in defaulting of another appointment shall apply to the original Director and not to the alternate Director. No person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an Independent director under the provisions of the Act.
- Appointment of Alternate Director
- 107** Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be an additional Director, but so that the total number of Directors shall not at any time exceed the maximum strength fixed for the Board under these Articles. Any such additional Director shall hold office only upto the date of the next Annual General meeting.
- Appointment of Additional director

108	If the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board at a meeting of the Board. Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies
109	The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.	Directors not liable to retire by rotation
110	A retiring director shall be eligible for re-appointment.	Eligibility for re-election
111	The same individual, may at the same time be, appointed as Chairman of the company as well as Managing Director or Chief Executive officer of the Company.	Same individual may be Chairman and MD or CEO
112	A Director of the company shall not be bound to hold any qualification share.	Qualification of Directors
113	<p>i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</p> <p>ii) The remuneration payable to the directors including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to provisions of the Act by a resolution passed by the company in general meeting.</p> <p>iii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them -</p> <p style="margin-left: 40px;">(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</p> <p style="margin-left: 40px;">(b) in connection with the business of the company.</p>	Remuneration of Directors
114	All cheques, bills of exchange, drafts, hundies, promissory notes and other negotiable instruments and all receipts of monies paid to the company, shall be signed, drawn, excepted, endorsed or other executed, as the case may be, by such person and in such manner as the Board shall from time to time determine.	Execution of negotiable instruments
115	The continuing Directors may act notwithstanding any vacancy in the Board but if, and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Director(s) may act for the purpose of increasing the number of directors to that fixed for the quorum, or for summoning a general meeting, but for no other purpose.	Director may act notwithstanding a vacancy
116	Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any one or more of its number as the managing director or managing Directors or whole-time Director or Directors , including technical Director, of the company.	Board may appoint Managing Director(s) etc.

PROCEEDINGS OF THE BOARD

118	(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.	When meeting to be convened
	(ii) The Chairman or any one director with the previous consent of the Board may, or the Company Secretary on the direction of the Chairman or of such director shall, at any time, summon a meeting of the Board.	Who may summon the Board meeting
	(iii) Notice of every meeting of the Board shall be given in writing to every director at his usual address or to their e-mail id as may be provided by them to the company.	Notice of meetings
	(iv) The quorum for a Board meeting shall be as provided in the Act.	Quorum for Board meeting
	(v) The participation of directors in the Board meeting may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under the law.	Participation at Board meeting
119	Mr. Harswarup Gupta and Mr. Ashok Gupta, shall be the Chairman and Vice-Chairman, respectively of the Company. In their absence, the directors may, from time to time, elect from among their number, a Chairman of the Board.	Chairman
120	Questions arising at any meeting of the Board of Directors shall be decided by majority of votes and in the case of an equality of votes, the Chairman shall have a second or a casting vote.	Question at Board meeting how decided
121	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 date, time and place, if any, as may be fixed by the Chairman not being later than seven days from the date originally fixed for the meeting.	Adjournment of meeting for want of quorum
122	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 the Articles of the company are for the time being vested in or exercisable by the Board generally.	Power of Board meeting
123	Subject to the restriction contained in the Act, the Board may delegate any of their power to committees of the Board consisting of such member or members of its body, as it thinks fit, and it may from time to time revoke and discharge any such Committee of the Board either wholly or in part and either as to person or purposes, but every committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulation 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 relations and fulfillment of the purposes of their appointment, but not otherwise shall have the like force and effect as if done by the Board.	Directors may appoint committee
124	The meeting and proceeding of any such committee for the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceed of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Meeting of Committee how to be governed
125	Save as otherwise expressly provided in the Act, a resolution in	Passing of

writing, signed whether manually or by securing electronic mode, by a majority of the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

resolution by
circulation

126 All acts done by any meeting of the Board or by committee of the Board, or by any person acting as a director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be director and had not vacate his office or his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the company to be invalid or to have terminated.

Acts of Board or
Committee valid
notwithstanding
defect in
appointment

127 The proceedings of the meeting of the Board and Committees thereof shall be prepared, signed, kept, etc. in accordance with the provisions of the Act.

Minutes of
proceeding of
meeting of the
Board

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

General Powers of
the Company
vested in Board

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

129 Subject to the provisions of the Act,—

Chief executive
officers, etc.

(i) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

Director may be
chief executive
officer

THE SEAL

130 The Board shall provide a common seal for the purpose of the company, and shall have power from time to time to destroy the Same and

The seal, its
custody and use

substitute a new seal in lieu thereof, and the Board shall provide for the safe custody of the seal for the time being or a committee of the Board previously given.

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| 131 | Every deed or other instrument, to which the seal of the company is required to be affixed, shall, unless the same is executed by a duly constituted attorney, be signed by one Director or by Secretary or some other person authorized by the Board/ Committee for the purpose; provided that in respect of share certificates the seal shall be affixed in accordance with provisions of the Act and Rules. | Deeds how executed |
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DIVIDENDS AND RESERVE

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| 132 | The Company in General Meeting may declare dividends to be paid to members according to their respective right, but no dividend shall exceed the amount recommended by the Board, but the company in General Meeting may declare a smaller dividend. | The company in general meeting may declare a dividend |
| 133 | Subject to the provisions of the Act, the Board may, from time to time, pay to the members, such interim dividend as in their judgment the position of the company justifies. | Interim dividend |
| 134 | (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. | Dividends only to be paid out of profits |
| | (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve. | Carry forward of profits |
| 135 | The profit of the company, subject to any special right relating thereto created or authorized to be created by these Articles and subject to the members in proportion to the amount of capital paid-up or credited as paid-up on the shares held by them respectively. | Division of profits |
| 136 | Where capital is paid in advance of calls, such capital may carry interest but shall not in respect thereof confer a right to dividend or participate in profits. | Capital paid up in advance at interest not to earn dividend |
| 137 | All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid or dividend as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly. | Dividend in proportion to amount paid-up |
| 138 | No member shall be entitled to receive payment of any interest or dividend in respect of his shared or shares, whilst; any money may be due or owing from his to the company in respect of such share or shares or otherwise however, either alone or jointly with any other person or persons, and the Board may deduct from the interest or dividend payable to any member all sums of money so due from him | No member to Receive dividend whilst indebted to the company and company's right to reimbursement |

to the company.

thereof

The Board may retain the dividend payable upon shares in respect of which any person is under Transmission clause hereinabove contained, entitled to become a member, until such person shall become a member, in respect of such shares.

Retention of
dividends

139 Any one of several persons who are registered as the joint-holder of any share may give effectual receipt for all dividends or bonus and payment on account of dividends or bonus or other moneys payable in respect of such shares.

Dividend etc. to
joint-holders

140 Unless otherwise directed any dividend may be paid by electronic mode or cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant or bank order sent through the post to registered address of the member or person entitled or in case of joint-holder to that one of them first named in the register in respect of the joint-holdings. Every such electronic transfer or cheque or warrant or bank orders shall be made payable to the order of the person to whom it is sent. The company shall not be liable for non-receipt, lost in transmission, or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay-slip or the fraudulent recovery of the dividend by any other means.

Dividends how
remitted

141 No dividend shall bear interest as against the company.

No interests on
Dividends

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

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

Waiver of dividends

ACCOUNTS

144 The books of accounts and books and papers of the company or any of them shall be open to the inspection of directors in accordance with the provisions of the Act and the Rules.

Inspection by
directors

145 No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

Restriction on
inspection by
members

WINDING UP

146 Subject to the applicable provisions of the Act and rules made thereunder—

Winding up of the
company

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY AND INSURANCE

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| 147 | Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary, chief financial officer and other officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal. | Director's and officer's right of indemnity |
| 148 | The company may take and maintain any insurance as the Board may think fit on behalf of its directors, present and or former, and key managerial personnel, indemnifying all or any of them against any liability for any acts in relation to the company for which they may be liable but for which they acted honestly and reasonably. | Insurance |

SECRECY

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| 149 | a. Every Director, Manager, Auditor, Treasurer, Trustee, Member of Committee, office, servant, agent, accountant or other person employed in the business of the company shall, if so required by the Board, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transaction and affairs of the company with customers and the state of account with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained. | Secrecy clause |
| | b. No member shall be entitled to visit or inspect any works of the company without the permission of the Board or to require discovery of or any information respecting any details of the company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the company and which in the opinion of the Board, it would be inexpedient in the interest of the company to disclose. | |

REGISTERS

150 The company shall keep and maintain at its office, all statutory registers namely, register of charge, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual returns, register of loans, guarantees, security and acquisition, register of investment not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribe, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual returns shall be open for inspection during 11.00 am to 1.00 pm on all working days at the office of the company by the persons entitled thereto by on payment, where required, of such fees as may be fixed by the Board but not exceeding the limit prescribed in the Act/Rules.

Statutory Registers

GENERAL POWER

151 Wherever in the Act, it has been provided that the company shall have any right, privilege or authority or that the company could carry out any transaction only if the company is so authorized by its Articles, then and in that case this Article authorizes and empowers the company to have such right, privilege or authority and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

General Power