

**THE COMPANIES ACT 1956**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM**

**AND**

**ARTICLES**

**OF**

**ASSOCIATION**

**OF**

CERTIFIED TO BE TRUE COPY  
Chandi Steel Industries Ltd.

*[Signature]*  
Director

**CHANDI STEEL INDUSTRIES LIMITED**



21-31670



नाम में राष्ट्रीय के परिणामस्वरूप नियोजन के सिधे गया प्रमाण-पत्र  
FRESH CERTIFICATE OF INCORPORATION CONSEQUENT  
ON CHANGE OF NAME

कम्पनियों के रजिस्ट्रार के कार्यालय में.....  
[ कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन ]  
In the Office of the Registrar of Companies, West Bengal, Kolkata  
(Under the Companies Act, 1956 [1 of 1956])

IN THE MATTER OF: Chandi Steel Industries Private Ltd के विषय में।

यहाँ पदाधिकारी प्रमाणित करता हूँ कि.....परिणीत निम्नलिखित निम्नलिखित  
200.....के.....के.....दिन १५.....अधिनियम के अधीन अर्थात्.....परिणीत  
नाम द्वारा किया गया था कम्पनी अधिनियम 1956 की धारा 21(2) (1) (क) 22 (1) (ब) 31(1), 43A(4), 44(2)(b) के  
निर्बन्धों के अनुसार आवश्यक संशोधन कर चुकी है और इसकी बाबद् केन्द्रीय सरकार का लिखित अनुमति कम्पनी कार्य विभाग  
द्वारा प्रदान कर दी गई है।

I heroby certify that Chandi Steel Industries Private Limited, which was originally  
incorporated on 9/5 day of September, 2002 under the  
Companies Act, and under the name Chandi Steel Industries Private Limited having  
duly passed the necessary special resolution in terms of section 21(2)(1) (a) 22(1) (b) 31(1), 43A(4),  
44(2)(b) of Companies Act, 1956, and the approval of the Central Government signified in writing having  
been accorded thereto in the Department of Company Affairs.

क्षेत्रीय निदेशक के कार्यालय 200 के पत्र सं. द्वारा प्राप्त  
हो गये पर उक्त कम्पनी का नाम इस दिनांक परिणीत में रखा कर दिया गया है और यह प्रमाण पत्र  
उक्त अधिनियम की धारा 23 (1) अनुसूची में जारी किया गया है।

Regional Director By: AOC Jeller No. order dated 14.08.2002  
The name of the said company is now changed Converted/Reconverted to Chandi Steel Industries  
Limited and this certificate is issued pursuant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह प्रमाणित  
करी दिया गया।

Given under my hand at Kolkata this 18/5 day of August 2002  
(One-thousand-ni hundred Two thousand three.....).

Signature  
सहायक रजिस्ट्रार (पू 40)  
Asst. Registrar of Companies (W.D.)  
कम्पनियों का रजिस्ट्रार  
Registrar of Companies

यहाँ पर कम्पनी का वह नाम लिखिए जो कि तबसे ही हो चुका था।

\* Here give the name of the company as existing prior of the change.

यहाँ पर अधिनियम (अधिनियमों का नाम लिखिए जिसके अधीन कम्पनी का प्रस्ताव रजिस्ट्रेशन और निगमन किया गया था।

Here give the name of the Act, (As under which the Company was originally registered and incorporated.

जे. एस. सी.-7

J. S. C.-7

CERTIFIED TO BE TRUE COPY

Chandi Steel Industries Ltd.

Director



Form I. R.

## CERTIFICATE OF INCORPORATION

No. 31670 of 1978

*I hereby certify that Chandi Steel Industries Private Limited is this day incorporated under Part (IX) of the Companies Act, 1956 ( No. 1 of 1956 ) and that the Company is Limited.*

*Given under my hand at Calcutta this Ninth day of September, One thousand nine hundred and Seventy eight.*



Sd/ A. K. GUHA  
Addl. Registrar of Companies,  
( West Bengal )

CERTIFIED TO BE TRUE COPY  
Chandi Steel Industries Ltd.

*A. Jayaram*  
Director

**THE COMPANIES ACT, 1956**  
**(COMPANY LIMITED BY SHARES)**

**Memorandum of Association**

**OF**

**CHANDI STEEL INDUSTRIES LIMITED**

**Memorandum of Association made this 2nd September, 1978 between**

- 1) Sri Sunder Singh Chawla son of Late Roldu Ram Chawla by religious Hindu by occupation merchant residing at 64, Suburban Park Road, Howrah, hereinafter the partly of the first part.
2. Sri Jaichand Chaudhary son of Late Shewlal Chaudhary by religion Hindu by occupation merchant residing at 50/10, Shree Arbind Road, Salkia, Howrah, hereinafter called the party of the second part.
3. Sri Chhangu Ram Yadav son of Late Kumar Yadav by religion Hindu by occupation merchant residing at 16, Kali Mazumder Road, Howrah, hereinafter called the partly of the third part.
4. Sri Kamal Kumar Vedi son of Sri Das Kumar Vedi by religion Hindu by occupation merchant residing 63, Bentinck Street, Kolkata, hereinafter called the partly of the fourth part.
5. Sri Sukhbir Singh Chawla son of Sri Sunder Singh Chawla by religion Hindu by occupation merchant residing at 64, Suburban Park Road, Howrah, hereinafter called the partly of the fifth part.
6. Sri Balinder Singh Chawla son of Sri Sunder Singh Chawla by religion Hindu by occupation merchant residing at 64, Suburban Park Road, Howrah, hereinafter called the partly of sixth part.
7. Sri Sajjan Kumar Chaudhary son of Sri Jaichand Chaudhary by religion Hindu by occupation merchant residing at 50/10, Shree Arbind Road, Salkia, Howrah, hereinafter called the party of the seventh part.

(Each of the above expression shall unless excluded by or repugnant to the subject or context be deemed to include his heirs, administrators, executors, legal representative and assigns).

And whereas by an indenture of the partnership dated 13th day of July 1972 parties hereto of the first to seven part have carried on said business under the name and style of HARYANA STEEL CORPORATION in co-partnership with its office at 161/1, Mahatma Gandhi Road, Calcutta-7 and Factory at 16, Belur Road, Liluah, Howrah, and whereas the said partnership has been duly registered under Indian partnership act, 1932.

**CERTIFIED TO BE TRUE COPY**  
**Chandi Steel Industries Ltd.**



**Director**

And whereas the parties hereto have actually adjusted their respective rights and account in the said partnership so as to form a joint stock company for carrying on the said business of the firm uninterrupted and having authorised share capital of Rs. 10,00,000/- divided into 1,00,000 shares of Rs. 10/- each and paid up share capital of Rs. 1,00,000/- divided into 10,000 shares of Rs. 10/- each.

And whereas the parties hereto have mutually sold the share holding of themselves as the member of the said joint stock company as follows :

**Allocation of Shares :**

<b>Name of the Parties</b>	<b>Percentage of Shares</b>	<b>Number of shares held</b>
1) Sri Sunder Singh Chawla	12.50%	1250
2) Sri Jaichand Chaudhary	15.00%	1500
3) Sri Chhangu Ram Yadav	13.75%	1375
4) Sri Kamal Kumar Vedi	18.75%	1875
5) Sri Sukhbir Singh Chawla	12.50%	1250
6) Sri Balinder Singh Chawla	12.50%	1250
7) Sri Sajjan Kumar Chaudhary	15.00%	1500
		Total 10,000

And whereas the said joint stock company has been formed on the principal of having for its members the holders of the aforesaid shares, and no other persons, and accordingly the members of the said joint stock company are only the persons mentioned therein above of the shareholders hereto have for the better and efficient management and improvement of the said business agreed that the said joint stock company be governed by the following regulations and have for its business the assets and properties of the firm (described intervals in the Schedule B hereto)

And whereas parties herein have also agreed that the parties hereto and the said partnership and joint stock company would henceforth continue and be bound by the rules and regulations hereinafter contained and the rights and obligations of the parties interest be governed thereby.

Now this indenture witnesseth that each of the parties hereto so far as it relates to acts and deeds of himself or herself and his or her heirs, administrator, executors and legal representative as also in his her or their different capacities both hereby covenant and agree among themselves that they and the several other persons, having if any who shall or may be become member of the said joint stock company is the manner hereinafter mentioned shall whilst being such partner and members and whilst holding shareholding capital of the company be and continue (until dissolved under the provisions in the before contained in the Act) as a joint stock company under name hereinafter specified and subject to the regulations following that is to say.

1. In the presents unless there be something in the subject or context inconsistent therewith:-
  - (a) "The Company" means the joint stock company and the partnership hereby constituted and/or reconstituted and alter the regulations of the company so incorporated;
  - (b) "The members" mean the holders for the time being of shares in the capital of the Company;
  - (c) "The registration of the company" means the registration of the Company pursuant t part IX of the Companies Act, 1956;
  - (d) "The act" means the Companies Act, 1956
  - (e) "The Office at W. Bengal after the registration of the company" means the registered office for the time being of the Company.

- (f) "The register" means the register of members to be kept as hereinafter provided;
  - (g) "The memorandum of Association" means these presents;
  - (h) "The Articles of Association" means the other rules and regulation governing the company being schedule 'A' to those presents;
  - (i) "The Directors" means the Directors of the Company for the time being.
  - (j) "The Board of the Directors" or the Board means the Board of Directors for the time being of the Company;
  - (k) "Dividend" includes bonus and
  - (l) "Seal" means the common seal of the Company.
2. The name of the Company is Haryana Steel Corporation and after the registration as a company shall be **CHANDI STEEL INDUSTRIES LIMITED**.
  3. The registered office of the Company will be situated in the State of West Bengal.
  4. The objects for which the company is established are :

**(A) THE MAIN OBJECTS TO BE PURSUED ON INCORPORATION**

1. To become vested with the partnership business now being carried on under the name and style of Haryana Steel Corporation, including all its assets, moveable and immoveable rights, quotas, licences, debts & liabilities and the rights & liabilities of the parties hereto in the said partnership business and in connection therewith.
2. To carry on all and or any business as manufacturers, processors, rollers, re-rollers, refiners, smelters, converters, producers, galvanisers, assemblers, fitters, engineers, erectors, founders, makes, drawers, workers, repairers, hirers, hire-purchase, dealers, exporters, importers, traders, contractors, dealers, distributors, stockists, buyers, sellers, properties, agents, merchants, suppliers and dealers in all kinds and forms of ferrous and non-ferrous metals and alloys, ferro alloys, machineries castings, forgings machinery parts, accessories, tools, and implements, articles, including mild high carbon, spiring high speed tool, alloy, stainless and special steels, iron, metals and alloys ingots, billets, bars, joists, rods, squares, structurals, tubes, poles, pipes, sheets, castings, wires, rails, rolling materials, roller other materials made wholly or partly of iron, steel, alloys aluminium, zinc, copper, tin, lead and other metals, required in or used for industrial, agricultural, transport, mining, export commercial domestic building, hospital, surgical or scientific appliances power transmission and/or construction purposes.
3. To carry on business as iron masters, iron founders, iron workers, steel makers, electric and blast furnace proprietors, brass founders and metal smelters, refiners, and workers, generally iron and steel converters, smiths, tin place makers, manufacturers of industrial agricultural and other fittings, parts and all kinds of merchandise, tools and implements, boiler makers and metallurgists.
4. To carry on any other business whether manufacture or otherwise that may seem to the company capable of being conveniently carried on in connection with the above object or calculated directly or indirectly to enhance the value or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improve, render valuable or true to account any property real or personal belonging to the company or in which the company may be interested.
5. To purchase, take on lease, hire or otherwise acquire, whether in India or abroad, and either singly or jointly (with or without surface) any mines, quarries, easements, sea bed, refineries, gas fields, oil fields, walls, rigs, raftings, lands and hereditaments or other property incidental for the aforesaid, ground, mining and other rights, grants, patents, permissions, concessions and to prospect explore, examine, work, raise,

bring to surface, extract, pump, drill, operate, exercise, develop, quarry, assay, refine, purify, distill, dress, amalgamate, manipulate, wash, process, beneficiate, calcine, smelt, blend, reduce, crush, cut, polish, size, prepare for market and generally to carry on all kinds of business of mining, exploring, drilling, manufacturing, producing, processing, refining, liquefaction, re-gasification, compression, beneficiation, washery, crusher, distribution, trading, importing, exporting, storing and transporting of all kinds and types of coal, lignite, oil, natural gas, hydrocarbon products or substances, fossil, fuel, iron ore, bauxite, manganese, silica, chrome, chromium, manganese, phosphates, quartz, copper, tin, feldspar, dolomite, limestone, nickel, sulphur, gold, silver, earth, talc, stones, rock, brimstone, mercury, kyanite, clay, cladium, beryllium, zinc, lead, asbestos, mica, platinum, tungsten, titanium, uranium, nuclear fuel, diamond, sapphire, ruby, topaz, garnet, emerald, other precious stones, all sorts of major and minor minerals, metal & mineral substances of all kinds, drilling platforms, rigs, specialized vessels, ships, equipments, machineries, ancillaries, spares, stores or any other item essential to undertake such activities / services successfully; to undertake contract for seismic activities or surveys, research, data collection and interruption and all other technical, non technical or specialized services, in the aforementioned filed.

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

1. To manufacture, produce, buy, sell, import, export, stock and deal in machine tools, grinding machine, automatic laths, drilling machines, planing machines, planogrinders machinery of every description, precision tools, cutting and small tools, electric meters, electrical equipment, capable, wires, switchgears, flame and drip proof motors, electric fans, regulators of all types, electric kilowatt hour meters, magnets, industrial jewels, meters, voltmeters, and other types of measuring instruments,, electrical or non electric dischargings, screws, nuts, and bolts, transformers of all types, circuit breakers, hoists, elevators, gears, trolleys, and coaches, wincess, air compressors, welders, refrigerators, domestic washing machines, television and wireless apparatus including radio receivers and transmitters, microwave, components, radar equipments, valves, resistors, electronic instruments, conductors, magnetic materials, transistors all allied items, sewing machines, watches and clocks, tape recorders, household appliances and component parts thereof, as required mainly for attainment of the object.
2. To purchase acquire, hold and dispose of or otherwise deal with any shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government, sovereign ruler, commissioners, public body, or authority, supreme, municipal, local or otherwise, whether in India or elsewhere and to invest and deal with the moneys of the Company in such manner as may be determined from time to time.
3. To borrow or raise money with or without security and/or by the issue or sale of any bonds, mortgages, debentures or debenture stock of the company, whether perpetual or otherwise and to devote and money so raise to any of the objects of the company and to advance and lend money and assets of all kinds upon such funds as may be arranged.
4. To lend invest or deal with the money either all kinds or without interest or security, including in current or deposit account with any Bank or Banks, other person or persons and also in investment in shares, securities, bonds, and debentures, upon such terms conditions and manner as may from time to time be determined and to receive money on deposit or loan upon such terms and conditions as the Company may approve Provided Company shall not do any banking business as defined under the Banking Regulations Act, 1949.

5. To borrow or raise secure the payment of money from any Bank or Banks or any other person or persons for the purpose of the Company's business in such manner and on such terms and with such rights, powers and privileges as the company may think fit and particular by issue of on upon bonds, debentures, bills of exchange, promissory notes or other obligation or securities of the Company and with a view thereto mortgage or charge the undertaking and all or any of the immovable and movable properties interest of future, and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay off any such securities.
6. To enter into partnership arrangement for sharing profits Union of the rests, Cartels, Co-operative or joint venture with any manager, persons or any Govt. Authority, Central or State or company carrying on or about to carry on any business capable of being conduct so as directly or indirectly to benefit this Company and to acquire or join in acquiring any such business, as covered by the object clauses.
7. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of turn to account or otherwise deal with all or any part of the undertake property, investment and rights of the Company.
8. To apply for purchase or otherwise acquire, any patent, trademark, brevets, d'invention, licences, concession, protections, rights, privileges, and the like conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem directly or indirectly of use or benefit to the Company or may appear likely to be advantageous of useful to the Company and to use, exercise, develop or grant licence, privileges in that respect or otherwise turn to account the property rights, or information so acquired and to assist, encourage and spend money in making experiments, tests implements of any invention, patent and right etc. which the Company may acquire or propose to acquire.
9. To provide for the welfare of the employees, ex-employees, directors and ex-directors of the Company or its predecessors in business or the family members, dependents or connections of such persons by building or contributing to be building to the building of houses, dwelling or quarters or by grants or money pensions, gratuities, allowances, payment towards insurances, houses, profit shares bonuses or benefits or any other payment or by establishing, supporting or from time to time subscribing or contributing or aiding in the establishment and support of association, institutions, funds including provided funds, trusts, profits sharing or other schemes and conveniences and by providing or subscribing or contributing towards the place of instruction and recreation, hospitals, dispensaries, medical and other attendances as the Company shall think fit.
10. To purchase, erect, construct, maintain, manage, take on lease or otherwise acquire buildings, structure, apartments, flats, bungalows, for the purpose of residence of all the Directors, Ex-directors, share holders, Employees, or Ex-employees of the Company or the dependants of such persons and to grant licence, subsidise or otherwise help in the purchase erection, construction, maintenance, management, taking on lease or acquisition of buildings structure, apartments, flats, bungalows by the Directors or Ex-directors, shareholders, Employees of the Company or dependants of such persons and to sell or help in the selling of, such buildings, structures, apartments, flats and buglows.
11. To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts and conveniences calculated to benefit employees or ex-employees of the company or the dependants or the connections of such persons, or subject to the provisions of Companies Act, to subscribe or guarantee money for any charitable, national or religious benevolent general or useful object for fund or for any purpose which may likely, directly or indirectly further

the objects of Company or the interest of the members or business, but not intended to serve any political or purpose.

12. To distribute among the members of the Company dividend including bonus shares (including fractional share certificates) out of profits, accumulated profits or funds and resources of the Company in any manner permissible under Law.
13. To allot shares in this Company to be considered as fully or partly paid-up in payment or consideration of any service or property of whatever description which the Company may acquire.
14. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company or any other Company.
15. To open branches in India and elsewhere and to get the company registered in foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in the press, by circulars and publication of books and periodicals.
16. To take over, acquire or otherwise undertake the supervisions of the whole or any part of the business, industry, property, assets and liabilities of any person, firm or Company or otherwise which may be conducive to the interest of the Company.
17. To transfer or carry on all kinds of agency business, incidental to the main objects of the Company.
18. To invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit.
19. To carry on the business as manufactures, dealers, exporters, importers, export house or otherwise in other commodities which the Company feels beneficial to its interest.
20. To pay out of the lands of the Company all costs, charges, and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

**(C) OTHER OBJECTS :-**

1. To acquire by purchase, lease, exchange, hire or otherwise develop or operate land, buildings and hereditaments of any tenure or description including agricultural land, mines, quarries, tea or coffee gardens, farms, gardens, orchards, groves, plantations and any estate or interest therein, and any right over or connected with land and buildings so situated and develop or turn the same to account as may seem expedient and in particular by prepare building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, offices, hostels, gardens, swimming pools, playgrounds, buildings works and conveniences of all kinds and by leasing, hiring or disposing of the same.
2. To manage, land, building and other properties, whether belonging to the company or not, and to collect rents and income and to supply tenants occupiers and other refreshments attendance, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages.
3. To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockists, dealers, importers, exporters, traders, retailers, agents, buyers, of sellers of oxygen, acetylene, ammonia, nitrogen, hydrogen, helium and other types and kinds of gases required for or used in Industries, agriculture, clinics, hospitals, refrigerations, aviation transport vehicles, space rockets, and crafts or cooking purposes, lighters, plants producing water, chemicals or fuels, plastics, defence or warfare establishments, horticulture, forest and plant protection and

growth and other allied purposes and to service, repair, manufacture, market or deal in machinery, plants, spares, cylinders, containers, gadgets, appliances and accessories required for working on, using or producing any of such gases and products.

4. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, portland cement, alumina cement, lime and lime stone and by products thereof cement-pipes, sheets and other building materials, refractories and bricks.
5. To manufacture, process, import, export, buy, sell, and deal in vanaspati oils, dehydrated vegetables oils, oils made or processed from seeds, cotton seeds, coconuts, products of plantations, horticulture, agriculture and forest produce and oil cakes and soaps and lubricants made from such oil or as by products thereof.
6. To carry on business as timber merchants, saw mill properties and timber growers, and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber, teak, plywood fire wood and wood of all kind and to manufacture and deal in articles of all kinds in the manufacture of which timber, plywood or other wood its used and to buy, clear, plant and work timber estates.
7. To produce, manufacture, refine, prepare, process, purchase, sell, import, export, or generally deal in bricks, sand stone, marble, tiles, refractories, china wares, sanitary, materials, pipes, tubes, tubular structures, cement plants, adhesives, sheds, rollings, glass, furniture, fittings, electrical goods, water supply or storage equipments, floor polish, door closers, concrete mixers, elevators and any other building or decorative materials made of cement, stone, clay, timber, teak, board, fibre, paper, glass, rubber, plastic or other natural or synthetic substance or chemical.
8. To carry on business of manufacture, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires of and dealers in synthetic rubber, elastomers, synthetic resins, carbon black, rubber latex, plastics, latexes and formulations thereof including reclaimed rubber and plastics resins, compounds and other products, sports goods, toys, petrochemicals, calcium carbide, styrene, butalene, ethylene, ethylalcohol, hydrocarbon, petroleum refractories and other synthetic chemicals and chemicals substances-basis, intermediate or otherwise.
9. To carry on business as manufacturers, dealers, distributors, stockists, buyers, sellers, repairers, cleaners, storers, importers, exporters or agents of motor cars, tracks, lorries and carriages, motor cycles, scooters, bicycles, tractors, earth moving equipments, trailers and other vehicles agricultural implements, pumps and machineries and spare parts, engines, motor, accessories, components, tools, batteries glass panels and sheets, apparatus, fittings, furnishing materials, tyres, tubes, paints, lubricants, fuels, oils gas or other materials used or required for such vehicles, implements or machines and to act as transporters of goods and passengers, traveling or clearing agent and to let out, hire or finance on hire-purchase system or otherwise automobile and other vehicles, implements, machines and any o f the afore mentioned products of things.
10. To carry on the business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaries of and dealers in commodities of all or any following kinds :-
  - (a) Flour, cakes, pastry, corn flakes, bread, biscuits, chocolates, confectionery, sweets, fruits drops, sugar, glucose, chewing gums, milk, cream, butter, ghee, cheese and other dairy products, pickles, jams, jellies, sausages, order, poultry and eggs, pulses, spices, oils, powder and condensed milk, honey, vegetables, coffee, tea, cocoa and all kinds and materials required or

used for preparation of food articles, and kirana, cutch, cambler, gumdamar, damarbalu, gums, resins etc.

- (b) Ammonium sulphate nitrate (double salt), ammonium nitrate, calcium ammonium nitrate (nitroline stone), ammonium chloride, super phosphate, urea and other types of fertilisers of synthetic or natural origin containing nitrogen, phosphorus or other compounds, soda ash, pesticides, D.D.T, seeds, processed seeds, concentrate for cattle or poultry food.
  - (c) Drugs, medicine, chemicals, mixtures, powder, tablets, capsules, injections, oils, compounds, cements, plants, creams, scents, soaps, lotions, toilet goods, pigments and all kinds of pharmaceutical, cosmetic and medicinal preparations required or used for beauty aid or personal hygienic or in allopathic, ayurvedic, unani or nature cure methods or system of treatments, bandages, cotton, gauzes, crutches, stretches, and all kinds of anatomical, orthopedic and surgical appliances and stores.
  - (d) Boots, shoes and footwear of all kinds made of leather, rubber, canvas, plastic or any other synthetic or natural product, water-proof cloth or compound, leather, hides, skins, rexine, rubber, plastic or synthetic cloth, compounds or granules, lasts, boot trees, buckles, legging, gaiters, heels, laces, boot polishes, protectors, accessories and fittings, used in or required for footwears.
  - (e) Writing pen, pencils, fountain pen, ball point pen, sign pen, colour pencils, tubes and tablets, pins, erasers, ink, clips, ruler, paper, pump, newsprint, board envelop, cards, dies, letter-heads,, forms, stamps, books, bags, cases, covers, racks, cabinets, numeric printers, adhesives tapes, gums, duplicators, typewriters, computers, calculators, accounting and inter-communication machines, and all kinds of office, domestic, industrial and educational stationery, equipments, appliances, furniture, instruments, gadgets, devices and stores.
11. To manufacture, export, import, buy, sell, and deal in containers, cans, boxes, drums, bottle top, crown corks, packages, packing materials, bags, pressed metal wares, utensils, cutlery, table wares and articles made of tin, metal, aluminium plates, sheets, glass, fibre, paper, board, cloth, hessian, plastic or other synthetic compound or materials, timber or plywood and to deal in tinplates, wire aluminium sheets and to undertake either on own account or on commission both or otherwise printing, paintings, designing, enamelling, electroplating, engraving or otherwise decorating the aforesaid products or any of such products or articles.
  12. To carry on the business as traders, dealers, wholesalers, retailers, scourers, spinners, weavers, finishers, dyers and manufacturers of yarns and fabrics of wool, cotton, jute, silk, rayon, nylon, terelene and other natural, synthetic and/or fibrous substances and/or manufacturers of materials from the waste realised from the above mentioned products either on its own account or on commission and to carry on the business as drapers and dealers of furnishing fabrics in all its branches, as costumers, readymade dress and mantile makers, silk mercers, makers and suppliers of clothing lingerie and trimmings of every kind, furriers, drapers, herbardashers, milliners, hosiers, gloves, lace makers, leather dressers, felt makers, dealers in and manufacturers of yarns, fabrics and materials of all kinds, varieties and substances, and also to manufacture, deal in or process natural starch and other sizing materials, dye stuff, synthetic or chemical substances of all kinds and compounds and other substances, other basic intermediates required for the above mentioned product or products.
  13. To carry on business as producers, importers, exporters, buyers, sellers, distributors, stockists, agents, and brokers of coal, coke, charcoal, petroleum coke, copper, iron ore, bauxite, kyanite, fireclay, chinaclay, salt, sodium chloride, calcium phosphate, nickle, berrillium, uranium, zinc, lead, asbestos, tin, alumina, mercury, silicon, sulphur,

graphite, brass, aluminium, silica sand, bentonite, quartz, destrine, magnesite, dolomite, ferro-alloys, corundum, manganese, mica, silver, gold, platinum, diamond, sapphire, ruby, topaz, garnet, emerald, pearl and other precious, semi-precious or commercial minerals, and stones and to act as metal founders, manufacturers, agents, and dealers of metals, sheets, wires, rods, squares, plate, metal foils, pipes, tubes, ingots, billets, circles, parts, coils, utensils, ornamentals, decorative and art materials and jewellery made wholly or partly from any one more of the metals and materials mentioned herein.

14. To manufacture, export, import, buy, sell an voltaic battery cells, power pack or storage batteries and battery containers and battery elimenators of different types required for use in domestic, household, industrial, commercial, agricultural, mining, hospital, surgical or scientific, appliances, machinery, apparatus or accessories and railways, tramways, automobiles and other vehicles, aircrafts, boats, ships, defence, establishments, army, navy an air force, for wireless, radios, torches, toys, electronic, equipments or otherwise and also to carry on business as manufacturers of and dealers in torches, toys, personal aids, and other appliances working such batteries and such items and goods, which may be useful akin or otherwise connected with any one or more of the aforesaid items or products.
15. To carry on business as manufacturers, producers or growers of, dealers in, exporters, importers, stockists, agents, distributors of ice, ice-candy, ice-cream and other ice products carbonated, aerated or mineral waters, fruit juice, wines, liquors and other alcoholic, non-alcoholic or synthetic drinks, dairy products, fresh dehydrated, preserved or processed vegetables, fruits, oils, seeds, and other farm, agricultural or food products and to provide for cold storage or preservation of such products, medicines and merchandise for own business or for hire by others and to own establish, purchase, take on lease<sup>4</sup>, rent or hire, build, construct, develop or otherwise acquire and arrange land, building, cold-storage space or warehouse, godowns, containers, shops, show-rooms, workshops, vehicles, plant, machinery, equipment, apparatus, appliances, stores or services required in connection with or in relation to cold-storage or any of the business or objects mentioned herein.
16. To guarantee the payment of money, unsecured or by or payable under or in respect bonds, debentures, debenture-stocks, contracts, mortgages, charges, obligations and other securities, of any company or of any authority, Central, State, Municipal or local or otherwise or of any person whomsoever, whether incorporated or not and generally to transact all kinds of guarantee business to guarantee the issue of or the payment of interest on the shares, debentures, debenture-stocks of other securities of obligations of any company, or association, and to pay or provide for brokerage commission and underwriting in respect of any such issue, and to transact all kinds of trust and agency business.
17. To promote, form or acquire any company and to take, purchase, or acquire share or interest in any company and to transfer to any such company any property of this company and to take or otherwise acquire, hold and dispose of or otherwise deal in invest in any shares, debentures and other securities in or of any company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subsidise or otherwise assist any such company.
18. To carry on business as manufacturers, producers, dealers, traders, importers, exporters, stockists, distributors or against of GLS lamps, electric bulbs, miniature bulbs, tube lights, flood lights, flashlights, mercury vapour bulbs, and other type or types of bulbs, lamps or tubes required or used for lighting or for industrial, domestic, electronics, transport vehicles or commercial purpose and glass shells, fittings, tubes, filaments, tungsten and molybdenum wires, caps and other materials, machineries, accessories and spares required or used for manufacture of bulbs, lamps or tubes.

19. To carry on business as organisers, agents, holders, dealers of or investors in saving units, lottery tickets, rallie, units issued by the Unit Trust of India and to mobilise savings from members of the Company or public, to invest and deal with the funds, available with the company as may deemed fit from time to time and to pay, allow, give or distribute interest, dividend, prizes or gifts on or in relation to any such unit or units not amounting to lotteries.

Provided that the Company shall not do any banking business as defined under the Banking Regulation Act, 1949 or any statutory modification thereof.

20. To carry on business as manufacturers, produces, dealers, importers, exporters, stockists, agents, brokers, traders, retailers of all kinds of paper and packages, board, sheets, packings materials, stationery goods and articles made fully or partly of paper for domestic, household, educational, commercial, industrial, Governmental or public use.
21. To carry on business as manufacturers, dealers, importers, stockists, agents, contractors, distributors, buyers or sellers of paper and packages, boxes, wrappers, tapes, films, sheets, laminates and other packing materials made of paper, cardboard, corrugated sheets, cloth, hessain, timber, teak, plywood, metal, plastic, P.V.C. or other synthetic, chemical, fibrous or natural products and to own, acquire take on lease, rent, hire, purchase, build, contract, develop or arrange land, buildings, godowns, shops, plant, machinery, equipments, stores of stocks or services required in connection with or in relation to any of the foregoing business.
22. To carry on business as manufacturers, fabricators, products, importers, exporters, dealers, agents, stockists, retailers, trades or brokers of foundry equipments, mould boxes, ingot moulds material handing equipments, tools gadgets, accessories, spars, chemicals, raw materials, fuel stores, parts, apparatus and goods used in or required by the foundries and products of steel or metal.
23. To carry on business as transports or goods, passengers, live stock and materials by road, rail, waterways, sea or air and to own, purchase, take or give on leas, charter or hire or otherwise run, use or acquire transport vehicles, crafts, ships and carriers of all kinds required for transport business and to act as forwarding agents, warehousment and booking agents.
24. To carry on business as producers, distributors, importers, exporters, exhibitors and financiers of cinematograph films, and to manufacture, own, acquire, provide, secure, arrange or deal in films, and photographic, sound, recording, musical, lighting appliances, instruments, equipments and machines, and to construct, establish, own, hire or otherwise acquire and to manage, let out for rent, fee, monetary gain of otherwise studios, laboratories, theaters, buildings halls, open air theatres, bars, restaurants and other buildings, or work required for the purposes of production, distribution or exhibition of the films, operas, stageplays, dances, operattas, burlesques, vaudeville, revues ballets, pantomimes, spectacular pieces, promenade, concert, circus of other performances and entertainments and to act as dealers, importers, exporters of musical instruments and records, tapes cinema and film projects and cameras wigs and other products or materials related or connected with the aforesaid objects and business and to acquire exclusive or limited rights of any play, story, script, musical songs and lyric, book, article or any technique by producing, purchasing or otherwise acquiring and to use exercise, develop or exploit or turn to account such rights for the business of the company; and to act as agents for training/retraining, arranging and supplying artists, stars art directors, script, or story writers, technicians, extras and other personal required by the company or other for firm, cinema or show business.
25. To export, import, buy, sell, bater, exchange, pledge, make advance upon, invest in and otherwise deal in gold, silver, stocks, shares, securities, jute, seeds and articles, produce and mechandise of all kinds of description either ready or for forward

delivery as permissible by the objects of the Company.

26. To purchase or otherwise acquire, manufacture, refine, treat, reduce, distill, smelt, store, hold, transport, use, experiment with prospect for mine, bore, extract, market, distribute, exchange, supply, sell or otherwise dispose of import, export and trade or generally deal in any all kinds of petroleum products and petrochemicals, oils, gases other volatile substances, asphalt, ozokerite, sulphur, clays, bitumen, bitumenous, substances, butulenes, propylenes, enthylenes, liquitted petroleum gases, aromatic, hydrocarbons, lubricating oils and in general subsoil products and sub surface deposits of every nature, waxes, butadiene phosphates, nitrates, coal, ores, minerals and the products and by products which may be derived, produced, prepared, developed compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances.

27. And it is hereby declared that the words "Company" in this memorandum, except when used in reference to this Company, shall be deemed to include and partnership or other body of persons whether corporate or incorporate.


V. The liability of members is limited.

VI. The Authorised Share capital of the Company is \*Rs. 37,00,00,000/- (Rupees Thirty Seven Crores only) divided into 3,70,00,000 (Three Crores Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each with power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions, as may be determined by or in accordance with the regulation of the Company and to vary, modify or abrogate any such privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and to consolidate or sub-divide the shares and issue shares of higher or lower denominations.

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\*The authorized share capital was increased from Rs. 10,00,000 to Rs. 4,50,00,000 vide EGM held on 02.09.94 and from Rs. 4,50,00,000 to Rs. 5,25,00,000 vide EGM held on 01.03.2022 and from Rs. 5,25,00,000 to Rs. 12,00,00,000 vide EGM held on 11<sup>th</sup> August, 2013 and from Rs. 12,00,00,000 to Rs. 37,00,00,000 vide Postal Ballot on 26<sup>th</sup> May 2022.

CERTIFIED TO BE TRUE COPY  
Chandi Steel Industries Ltd.



Director

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 set opposite our respective names.

	Name Address and description of Subscribers	Number of Shares taken by each Subscribers	Names, Address and Description of Witness
1.	<b>Sri Sunder Singh Chawla</b> S/o. Late Roldu Ram Chowla 64, Suburban Park Road Howrah Business	1250 (One Thousand Two Hundred Fifty)	Witness to all from one to seven <b>Suresh Kumar Agarwal</b> S/o. Late Laxman Prasad Agarwal 32, Armenian Street Calcutta - 700 001 <i>Chartered Accountant in practice</i>
2.	<b>Sri Jaichand Chaudhary</b> S/o. Late Shewlal Chaudhary 50/10, Shree Arbind Road Salkia, Howrah Business	1500 (One Thousand Five Hundred)	
3.	<b>Sri Chhangu Ram Yadav</b> S/o. Late Kumar Yadav 16, Kali Mazumdar Road Ghusuri, Howrah Business	1375 (One Thousand Three Hundred Seventy Five Only)	
4.	<b>Sri Kamal Kumar Vehl</b> S/o. Sri Daskumar Vedi 63, Bentinck Street, Calcutta Business	1875 (One Thousand Eight Hundred Seventy five only)	
5.	<b>Sri Sukhbir Singh Chawla</b> S/o. Sri Sunder Singh Chawla 64, Suburban Park Road Howrah Business	1250 (One Thousand Two Hundred Fifty only)	
6.	<b>Sri Balinder Singh Chawla</b> S/o. Sri Sunder Singh Chawla 64, Suburban Park Road Howrah Business	1250 (One Thousand Two Hundred Fifty only)	
7.	<b>Sri Sajjan Kumar Chaudhary</b> S/o. Sri Jaichand Chaudhary 50/10, Arbind Road, Howrah Business	1500 (One Thousand Five Hundred)	
	Total	10,000 (Ten Thousand only)	

2nd September, 1978

**THE COMPANIES ACT, 1956**  
**(COMPANY LIMITED BY SHARES)**  
**Articles of Association**  
**OF**  
**CHANDI STEEL INDUSTRIES LIMITED**

*(Adopted by Special Resolution passed at the Extra Ordinary General Meeting  
of the members of the Company held on 25th July, 2003)*

1. Save as reproduced herein the regulation contained in Table "A" in Schedule I to the Act shall apply to the Company. *Table "A" to apply*

**INTERPRETATION**

2. (1) In the interpretation of these Articles, unless repugnant to the subject or context : *Interpretation*
- "The Company" or "This Company" means CHANDI STEEL INDUSTRIES LIMITED. *"The Company"  
or "This  
Company"*
- "The Act" means "The Companies Act, 1956" or any statutory modification or re-enactment therefore for the time being in force. *"The Act"*
- "Annual General meeting" means a general meeting of the members held in accordance with the provisions of Section 156 of the Act or any adjourned meeting thereof. *Annual General  
Meeting*
- "Auditors" means and include those persons appointed as such for the time being by the Company or its Board. *Auditors*
- "Board" or "Board of Directors" or "the Board" means the Board of Board of Directors for the time being of the Company. *Board of  
Directors*
- "Board Meeting" means a meeting of the Directors or a committee thereof duly called and constituted, or as the case may be, the Directors assembled at the meeting of the Board of Directors of the Company collectively. *Board Meeting*
- "Capital" means the shares capital for the time being raised or authorised to be raised, for the purpose of the Company. *Capital*
- "Debenture" includes debenture-stock. *Debenture*
- "Dividend" includes interim dividend. *Dividend*
- "Extraordinary General Meeting", means an extraordinary general of the Members duly called and constituted and any adjourned General meeting thereof. *Extra ordinary  
General Meeting*

**CERTIFIED TO BE TRUE COPY**  
**Chandi Steel Industries Ltd.**



**Director**

<i>Member</i>	"Member" means the duly registered holder from time to time of the shares of the Company and includes the subscribers of the Memorandum of Association of the Company.
<i>Meeting or General Meeting</i>	"Meeting" or "General Meeting" means a meeting of members.  "Month" means a calendar month.
<i>Office</i>	"Office" means the registered office for the time being of the Company.
<i>Ordinary Resolution</i>	A resolution shall be an ordinary resolution when at a general meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands, or on a poll as the case may be) in favour of the resolution (including the casting vote, if any, of the chairman) by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by members so entitled and voting.
<i>Paid-up</i>	"Paid-up" includes credited as paid-up.
<i>Persons</i>	"Persons" includes corporations and limits as well as individuals.
<i>Postal Ballot</i>	"Postal Ballot" shall mean voting by post through ballot prepare distributed amongst eligible voters and shall include voting by electronic mode.
<i>Register of Members</i>	"Register of Members" means the Registrar of Members to be kept pursuant to the Act.
<i>Registrar</i>	"Registrar" means the Registrar of Companies of the Stat in which the Registered Office of the Company is for the time being situated.
<i>Secretary</i>	"Secretary" means any individual processing the qualification prescribed for the time being by or under the Act or any class made thereunder and appointed to perform the duties, which may be performed by Secretary under the Act, and any other ministerial or administrative duties.
<i>Seal</i>	"Seal" means the Common Seal for the time being of the Company.
<i>Shares</i>	"Shares" means share in the share capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.
<i>Small Share holder</i>	"Small Share holder" means a share holders holding shares of the nominal value of twenty thousand and rupees or less.

A resolution shall be a special resolution when :

- (a) the intention to propose the resolution as a special resolution has been duly specified in the notice convening the general meeting or other intimation given to the members of the resolution.
- (b) the notice required under the Act has been duly given of the general meeting; and
- (c) the votes cast in favour of the resolution what the on a show of hands, or on a poll as the case may be by members, who being entitled to do, vote in person, on where proxies as are allowed, by proxy, are not less than three time the number of the votes, if any, cast against the resolution by members so entitled.

"Written" and "in writing" include printing, lithography, computer modes and other modes of representing or reproduction words in a visible form.

*Written and in Writing*

"Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(17) of the Act.

*Year and Financial Year*

Words importing the singular number include, where the context admits or requires the plural number and vice versa.

*Singular Number*

Words importing the masculine gender also include the feminine gender.

*Gender*

- (2) The marginal notes used in these Articles shall not affect the construction or meaning of the subject.
- (3) Save as aforesaid, words or expressions, defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

### **CAPITAL AND INCREASE AND REDUCTION OF CAPITAL**

3. The Authorised share capital of the Company is as mentioned in clause V of the Memorandum of Association of the Company. *Amount of Capital*
4. The Company in General Meeting may, from time to time, increase the Capital by the creation of new Shares. Such increase to be of such arrangement amount and to be divided into such shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Directors shall determine and in particular, such shares may be issued with a preferential or qualified right to dividends, or otherwise and in the distribution of assets of the company, and with a right of voting at general meetings of the Company in conformity with Section 87 of the Act. Whenever the Capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 97 of the Act. *Increase of Capital by the Company and how carried in the effect*
5. Except in so far as otherwise provided in the conditions of issue of shares by these presents, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to provisions herein contained, with reference to the payment of calls and instalments, forfeiture, Lien, surrender, transfer and transmission, voting and otherwise. *Office*
6. Subject to the provisions of Section 80 of the Act, the Company shall have the power to issue Preference shares which at or at the option of the Company are liable to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption. *Redeemable Preference Shares*
7. On the issue of Redeemable Preference Shares under the provisions of Articles 6 hereof, the following provisions shall take effect : *Provision applicable on issue of Redeemable Preference Shares*
  - (a) no such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption.
  - (b) no such shares shall be redeemed unless they are fully paid.
  - (c) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been

available for dividend, be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account" a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the Share capital of the Company shall, except as provided in Section 80 of the Act, apply as if the capital Redemption Reserve Account were paid up share capital of the Company.

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|---|-----|--|
| <i>Reduction of Capital</i>                                   | 8.  | The Company may (subject to the Provisions of Section 78, 80, 100 to 105 both inclusive, of the Act) from time to time by Special Resolution reduce its capital, any Capital Redemption Reserve Account or Share Premium Account in any manner for the time being authorised by law, and in particular, capital may be paid off on the footing that it may be called upon again or otherwise. This Article is not to derogate from any power the Company would have if it were omitted.  |
| <i>Sub-division, consolidation and cancellation of shares</i> | 9.  | Subject to the provisions of Section 94 of the Act, the Company in General Meeting may from time to time sub-divide or consolidate its shares, or any of them, and the resolution where by any share is subdivided may determine that, between the holders of the shares resulting from such sub division, one or more such shares shall have some preference or special advantages as regards dividend, capital or otherwise over or as compared with the other or others. Subject as aforesaid, the company in General Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.   |
| <i>Modification of rights</i>                                 | 10. | Whenever the Capital is divided into different classes of shares all or any other rights and privileges attached to each class may, subject to the provisions of Sections 106 to 107 of the Act, be modified, commuted, effected or abrogated or deal with by agreement between the Company and any person purporting to contact on behalf of that class, provided such agreements is retailed in writing by holders of at least three-fourths of nominal value of the issue shares of the class or is confirmed by a Resolution passed at a seperate General Meeting of the holders of shares of that class and supported by the votes of the holders of at least three fourth of those shares, and all the provision hereinafter contained as to General Meetings shall mutatis mutandis apply to even such Meeting, but so that the quorum thereof shall be members present in person or by proxy and holding three fourths of the nominal amount of the issued shares of the class. This Articles not to derogate from any power the Company would have it were omitted. |

## SHARES AND CERTIFICATES

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|--|-----|--|
| <i>Register and Index of members</i>                         | 11. | The Company shall cause to be kept Registrar and Index of Members in accordance with Sections 150 and 151 of the Act. The Company shall be entitled to keep in any State or country outside India a branch Register of Members resident in that State or Country.  |
| <i>Shares to be numbered progressively to be sub-divided</i> | 12. | The shares in the Capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned, no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.   |
| <i>Borrowings</i>  | 13. | (a) Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the company made for the first time after its formation, which is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares, whether out of unissued share capital or out of increased share capital then |

such further shares shall be offered to the persons who on the date of the offer, are holders of the equity shares of the Company, in proportion as nearly as circumstances permit, to the capital paid-up on these shares on that date. Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined. After the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as they think most beneficial to the Company.

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

(i) by a special resolution, or

lii) where no such special resolution is passed, if the vote cast (whether on a show of hands or on a poll, as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any of the Chairman) by members who, being entitled to do, vote to persons, or where proxies are allowed by proxy, exceed the votes if any, cast against the proposal by members so entitled to voting and the Central Government is satisfied on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the Company, other further shares to any person or persons, and such person or persons may or may not include the persons who at the date of the offer are the holders of the equity shares of the Company.

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

14. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit and subject to the sanction of the Company in General Meeting with full power to give any person the option to call for or be allotted shares of any class of the Company either at par or at a discount and for such time and at such consideration as the Directors think fit. The Board of Directors shall cause to be made the return as to allotment provided for in Section 75 of the Act.

*Share under  
control of  
Directors*

15. In addition to and without derogating from the powers for the purpose conferred on the Board under Articles 13 and 14, the Company in General meeting may, subject to the provisions of Section 81 of the Act, determine that any shares (whether forming part of the original capital or of any increase capital of the Company) shall be offered to such persons (whether members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Section 78 and 79 of the Act) at a premium or at a discount as such General Meeting shall determine and with full power to give any person (whether a member or not) the option to call for or be allotted shares of any class of the company, either (subject to compliance with the provisions of Sections 78 and 79 of Act) at a premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a member or

*Power also to  
Company in  
General Meeting  
to authorise issue  
of shares*

not) the option being exercisable at such times and for such consideration as may be directed by such General Meeting of the Company and the General Meeting may make other provisions whatsoever for the issue, allotment or disposal of any shares.

*Accepting of shares*

16. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares shall be an acceptance of shares within the meaning of these Articles and every person who, thus or otherwise accepts shares and whose name is on the Register shall for the purpose of these Articles be a member.

*Deposit and call to be a debt payable immediately*

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

*Liability of members*

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

*Share Certificate*

19. (a) Every member or allottee of shares shall be entitled, without payment, to receive one certificate specifying the name of the person in whose favour it is issued, the share to whom it is related and the amount paid-up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons or required value, save in cases of issue against letters of acceptance of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney, and the Secretary or some other person appointed by the Board for the purpose, and two Directors or their attorneys and the Secretary or other persons shall sign the share certificates, provided that if the composition of the Board permits if at least one of the aforesaid two Directors shall be a person other than a Managing or Whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.
- (b) Any two or more joint allottee of a share shall, for the purpose of this Article, be treated as a single member, and the certificate of any share, which may be the subject of joint ownership, may be delivered to the person first named which shall be sufficient delivery to all of them. For any further certificate the Board shall be entitled, but shall not be bound to prescribe a charge not exceeding Rupee One. The Company shall comply with the provisions of Section 113 of the Act.
- (c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical or electrical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

20. (a) No certificate of any share or shares shall be issued either in exchange for those which are sub-divide or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out or where the cages on the reverse for recording transfers have been fully utilised, unless the certificate in lieu of which it is issued in surrendered to the Company. *Renewal of Share Certificate*
- (b) When a new share certificate has been issued in pursuance of clause (a) of this Article, it shall sale on the face of it and against the stub or counterfoil to the effect that it is issued in lieu of Share Certificate No. .... sub-divided / replaced / on consolidation of shares.
- (c) It is share certificate is lost or destroyed, a new certificate in lieu thereof shall be issued only with the prior consent of the Board and on such terms, if any as to evidence an indemnity as to payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Board may think fit.
- (d) When a new share certificate has been issued in pursuance of clause (c) of this Articles, it shall state on the face of it and against the stub or counterfoil to the effect that it is duplicate issued in issued in lieu of share certificate No. The word "Duplicate" shall be stamped or punched in bold letters across the face of the share certificate.
- (e) Where a new share certificate has been to spread in pursuance of clause (a) or clause (c) of this Article, particulars of every such share certificate shall be entered in a Register of Renewal and Duplicate Certificate indicating against the names of the persons to whom the certificates issued, the number and date of issue of the share certificate in lieu of which the new certificate is issued, and the necessary changes be indicated in the Register of Members by suitable cross reference is the "Remarks" column.
- (f) All blanks forms to be issued for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine numbered and the forms and the blocks and engravings relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may appoint for the purpose, and the Secretary or the other person as aforesaid shall be responsible for rendering an account of these forms to the Board.
- (g) The Managing Director of the Company for the time being or, if the Company has no managing Director, every Director of the Company shall be responsible for the maintenance, preservation and sale custody of all books and documents relating to the issue of shares certificates except the blank forms of share certificates referred to in sub-Article (i)
21. If any share stands in the names of two or more persons, the person first named in the register shall, as regards receipt of dividends or bonus or service of notice and all or any other matter connected with the Company, except voting at meetings, be deemed the sole holder thereof, but the joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such shares for all incidents thereof according to the Company's regulations. *The first named joint holder deemed to be sold holder*
22. Except as ordered by a Court of competent jurisdiction, or as by law required, the Company shall not be bound to recognize any equitable, contingent, future or partial, interest in any share, or (except provided) any right in respect of a share other than an absolute right thereto. In accordance with these Articles, in the person from time to time registered as the holder thereof; but the Board shall be at liberty at their sole discretion *Company not bound to recognise any interest in share other than that of registered holder*

to register any share in the joint names of any two or more persons or the survivor or survivors them.

*Buyback of securities by the Company*

23. The Company shall have power, subject to and in accordance with all the applicable provisions of the Act and the rules made thereunder, to purchase any of its own fully paid shares or other specified securities whether or not they are redeemable and may make payment out of its free reserves or securities premium account of the Company or proceeds of any shares or other specified securities provided that no buy back of any kind of shares or other specified securities shall be made out of proceeds of an earlier issue of the same kind of shares or same kind of other specified securities or from such other sources as may be permitted by Law on such terms, conditions and in such manner as may be prescribed by the Law from time to time in respect of such purchase.

### UNDERWRITING AND BROKERAGE

*Commission may be paid*

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

*Brokerage*

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

### INTEREST OUT OF CAPITAL

*Interest may be paid out of Capital*

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

### CALLS

*Directors, may make calls*

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

*Notice of Calls*

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

*Calls to date from on resolution*

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

*Calls may be revoked or postponed*

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

31. The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof. *Joint and Severage*
32. 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 deem fairly entitled to such extension, but no member shall be entitled to such extension save as a member of grace and favour. *Directors may extend time*
33. If any member falls to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as, aforesaid, he shall be liable to pay interest of the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board, but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member. *Calls to carry interest*
34. Any sum, which may by the terms of issue of shares becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable, and on non-payment, all the repayment 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*
35. 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 such money is sought to be recovered; that the resolution making the call is duly recorded in the Minute Book; and that notice of such call was duly given to the member or his representatives used in pursuance of these Articles and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which such call was made nor that the meeting at which any call was made duly convened or constituted nor any other matters whatsoever, but the proof of the matter aforesaid shall be conclusive evidence of the debt. *Proof on trial of suit for money due on shares*
36. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided. *Partial payment not to preclude forfeiture*
37. (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 accounts 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 then made upon and due in respect of the shares on account of which such advance are made, the Board may pay or allow interest, at such rate as the member paying the sum to advance and the Board agree upon. The Board may agree to repay at any time an amount so advanced or may at any time repay the same upon giving to the member three months' notice in writing. Provided that moneys paid in advance of calls on any shares may carry interest but shall not confer a right to dividend or to participate in profit. *Calls in advance*

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

## **LIEN**

- Company to have lien on shares* 38. The Company shall have a first and paramount lien upon all the share (other than fully paid-up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created except upon the footing and upon the condition that Article 22 hereof is to have full effect. Any such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise spread the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.
- As to enforcing lien by sale* 39. For the purpose of enhancing such lien, the Board may sell the shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their member to execute a transfer thereof one shall 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 engagements for fourteen days after such notice.
- Application of proceeds of sale* 40. The net proceeds of any such sale shall be receive by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the persons entitled to the shares at the date of the sale.

## **FORFEITURE OF SHARE**

- If call or instalment not paid notice may be given* 41. If any member falls to pay any call or instalment on or before the day appointed for the payment of the same the Board may at any time thereafter during such time as the call or instalment remains unpaid. Serve notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non payment.
- Form of notice* 42. The notice shall name a day (not being less than Thirty days from the date of the notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of nonpayment at or before the time, and at the place, appointed the shares in respect of which such call was made or instalment is payable will be liable to be forfeited.
- If notice not complied with shares may be forfeited* 43. If the requisitions of any such notice as aforesaid be not complied with, any shares in respect of which such notice has been given may, at any time thereafter, before payment of all 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 in respect of the forfeited shares and not actually paid before the forfeiture.

44. When any shares shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and any entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated, by any omission or neglect to give notice or to make any such entry as aforesaid. *Notice of the forfeiture to a Member*
45. Any share so forfeited shall be deemed to be the property of the Company, and the Board may sell, re allot or otherwise dispose of the same in such manner as thinks fit. *Forfeited shares to become property of the company*
46. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise dispose of, annul the forfeiture thereof upon such conditions as it thinks fit. *Power to annul forfeiture*
47. A person whose share has been forfeited shall cease to be a member in respect of the forfeited share, but shall notwithstanding, remain liable to pay, and shall forthwith pay to the Company, all calls, or instalment, interest and expenses, owing in respect of such share at the time of the forfeiture, together with interest thereon, from the time of forfeiture until payment, at such rate as the Board may determined and the Board may enforce the payment thereof, to any party thereof, without any deduction or allowance for the value of the shares at the time of forfeiture, but shall not be under any obligation to do so. *Liability on forfeiture*
48. The forfeiture of a share involve extinction, at the time of the forfeiture, of all interest and all claims and demands against the Company in respect of the share and all other rights, incidental to the share except only such of those rights as by these Articles are expressly saved. *Effect of forfeiture*
49. A duly verified declaration in writing that the declarant is a Director of the Company and that certain shares in the Company have been duly forfeited on a date state in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled the share and such declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposition thereof shall constitute a good title to such shares, and the person to whom any such share is sold shall be registered as the member in respect of such share and shall not be bound to see to the application of the purchase money, nor shall his title to such share be effected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition. *Evidence of forfeiture*
50. Upon any sale, re-allotment or other disposal under the provisions of the preceding, Articles, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors, shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons, entitled thereto. *Cancellation of share certificate in respect of forfeiture shares*

## TRANSFER AND TRANSMISSION OF SHARES

51. The Company shall keep a book to be called the "Register of Transfer" and therein shall be fairly and directly entered particulars of every transfer or transmission of any share. *Repairs of transfer*
52. The instalment of Transfer shall be in writing and all the provisions of Section 108 of the Act, shall be duly complied with in respect of all transfer of shares and the registration thereof. *Instrument of transfer*

- To be executed by transferor and transferee*
53. Every such instrument of transfer shall be executed both by transferor and the transferee and the transferor shall be deemed to remain the holders of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof. The Board shall not issue or register a transfer any share in favour of a minor (except in case when they are fully paid up).
- Transfer books when closed*
54. The Board shall have power or giving seven days previous notice by advertisement in some newspaper, circulating in the district in which the Office of the Company's situated to close transfer books, the Register of Members or Register of Debenture holders at such time or times for such period or periods, not exceeding thirty days at a at the time and not exceeding for the aggregate forty five days in each year, as it may deem expedient.
- Directors may refuse to register transfer*
55. Subject to the provisions of Section 111 & 111A of the Act, the Board of Directors may at its own absolute and unconditioned discretion an without assigned any reason, decline to register or acknowledge any transfer of shares (notwithstanding the proposed transferred be already a Member) but to such case it shall with in one month from the date of which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal on the ground of the transferor either alone or jointly with any other person or persons, indebted to the Company on any account whatsoever, except where the Company has lien on shares.
- Nomination*
56. Every holder of shares in, or Debentures of the Company, may at any time nominate, in the manner prescribed under the Act, a person to whom his shares in or Debentures of the Company, shall vest in the event of death of such holder.
- Where the Shares in, or Debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the Shares or Debentures of the Company, as the case may be, held by them shall vest in the event of death of all joint holders.
- Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, or in these Articles, in respect of such shares in or Debentures of the Company, where a nomination made int he prescribed manner purports to confer on any person the right to vest the Shares in, or Debentures of the Company, the nominee shall, on the death of the Shareholders or holder of Debentures of the Company, or as the case may be, on the death of all the joint holders become entitled to all the rights to the Shares or Debentures of the Company to the execution of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the provisions of the Act.
- Where the nominee is a minor, it shall be lawful for the holder of the Shares or holder of Debentures to make the nomination to appoint, to the prescribed manner under the provisions of the Act, any persons to become entitled to th shares in Debentures of the Company, in the event of his death, during the minority.
- Transmission in the name of the nominee*
57. Any person who becomes a nominee by virtue of the provision of the above Article, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either :
- a) to be registered himself as holder of the shares or debentures, as the case may be; or
  - b) to make such transfer of the shares or debentures, as the case may be, as the deceased share holder or debenture holder as the case may be, could have made.

If the nominee, so becoming entitled, elects himself to be registered as holder of the Shares or Debentures, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debenture holder and the certificate(s) of Shares or Debentures, as the case may be, held by the deceased in the Company.

Subject to the provisions of Section 109B(3) of the Act and these Articles, the Board may register the relevant Shares or Debentures in the name of the nominee of the transferee as if the death of the registered holder of the Shares or Debentures had not occurred and the notice or transfer were a transfer signed by that shareholder or debenture holder, as the case may be.

A nominee on becoming entitled to Shares or Debentures by reason of the death of the holder, or joint holders shall be entitled to the same dividend and other advantages to which he would be entitled if he were the registered holder of the Share or Debenture, except that he shall not before being registered as holder of such Shares or Debentures, be entitled in respect of them to exercise any right conferred on a member or Debenture holder in relation to meetings of the Company.

The Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the Shares or Debentures, and if the notice is not compelled with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses, interest or other moneys payable or rights accrued or accruing in respect of the relevant Shares or Debentures, until the requirements of the notice have been complied with.

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| 58. | No share shall in any circumstances be transferred to any insolvent or persons of unsound mind.   | <i>No transfer insolvent etc.</i>   |
| 59. | Subject to the provisions of Articles 56 and 57 any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member, or the marriage of a female member, or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board of Directors (which it shall not be under any obligation to give) upon producing such evidence that he sustains the character in respects of which he proposes to act under this article of his title, as the holder of the shares or elect to have some person nominated by him and approved by the Board of Directors, registered as such holder, provided nevertheless, that if such person shall elect to have his nominee registered he shall testify the election by executing to his nominee as instrument of transfer in accordance with the provisions therein contained and until he does so, he shall not be free from any liability in respect of the shares. This Article is referred to in these Articles as the Transmission Article. | <i>Registration of persons entitled to shares otherwise than by transfer (The transmission article)</i> |
| 60. | A person entitled to a share by transmission shall, subject to the right of the Directors to retain such dividends or money as hereinafter provided, be entitled to receive and may give discharge for any dividends or other moneys payable in respect of the share.   | <i>Person entitled may receive dividend without being registered as member</i>                          |
| 61. | Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board of Directors may require to prove the title of the transferor, his right to transfer the shares and generally under and subject to such conditions and regulations as the Board of directors shall from time to time prescribe, and every registered instrument of transfer shall remain in title custody of the Company until destroyed by order of the Board of Directors.   | <i>Transfer to be presented with evidence of title</i>  |

*Conditions of  
registration of  
transfer*

62. For the purpose of the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (same as provided in Section 108 of the Act) a property attempted and executed instrument of transfer.

*Fee on  
registration of  
transfer*

63. There shall be paid to the Company, in respect of the transfer or transmission of any number of shares to the same party, such fee, if any, as the Directors may require.

*Company  
not liable for  
disregard of  
a notice in  
prohibiting  
registration of a  
transfer*

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

## DEMATERIALISATION OF SECURITIES

- 64A. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any either Articles.

*Definition*

1. For the purpose of the Article:

“Beneficial Owner” means a person or persons whose name is recorded as such with a depository, “SEBI” means the Securities & Exchange Board of India, established under Section 3 of the Securities & Exchange Board of India Act, 1992 and

“Depository” means a company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration to act as depository under Securities & Exchange Board of India Act, 1992, and wherein the securities of the Company are dealt with in accordance with the provisions of the Depositories Act, 1996.

*Dematerialisation  
of securities*

2. The Company shall be entitled to dematerialize securities and to offer securities in a dematerialize from pursuant to the Depositories Act, 1996.

*Options for  
investors*

3. Every holder of or subscriber to securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt of a depository, if permitted by law, to respect of any securities 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 for the securities.

If a person opts to hold his Securities with the depository, the Company shall intimate such depository the details of allotment of the Securities, and on receipt of the information the depository shall enter in its record the name of the allottee as the beneficial owner of the Securities.

4. All securities held by a depository shall be dematerialized and be in fungible form .Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act,shall apply to a depository in respect of the securities held by on behalf of the beneficial owners. *Securities in depositories to be infungible form*
5. (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of securities of the Company on behalf of the beneficial owner. *Rights of Depositories and beneficial owners*
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner of securities if the record of the depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository and shall be deemed to be a Member of the Company.
6. Notwithstanding anything contained in the Act or these Articles to the contrary, where securities of the Company are held in depository, the records of the beneficiary 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*
7. Noting contained in Section 108 of the Act or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository. *Transfer of Securities*
8. Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities. *Allotment of Securities dealt with in a Depository*
9. 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*
10. The Register and index of beneficial owners maintained by a depository under the Depository Act, 1996 shall be deemed to be the Register and index of Members and Security holders for the purposes of these Articles. *Register and Index of Beneficial Owners*

### **COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS**

65. Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section39 of the Act shall be sent by the Board to every Member at his request within 7 days of the request on payment of Rs. 1/- for each copy. *Copies of Memorandum and Articles of Association be sent by the Company*

### **BORROWING POWERS**

66. The Board may, from time to time, all its discretion subject to the provisions of section 292 of the Act, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company; provided that the Board shall not without the sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from them or any loans obtained from the Company bankers in the ordinary course *Power to borrow*

of business, exceed the aggregate from the time being of the paid up capital of the Company and its has reserves that is to any reserves not set aside for any specific purpose.

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| <i>Conditions on which money may be borrowed</i>          | 67. | The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture stock, or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.                |
| <i>Issued at discount etc. or with special privileges</i> | 68. | Any debentures, debenture-stock, bonds other securities may be issued at a discount and otherwise debentures, debenture-stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued, Debentures, debenture-stock, bonds or other securities with a right of conversion into or allotment of shares shall be issued only with sanction of the company in General Meeting. |
| <i>Instrument of transfer</i>                             | 69. | Save as provided in Section 108 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificate or certificates of the debentures.   |
| <i>Notice of refusal to register transfer</i>             | 70. | If the Board refuse to register the transfer of any debentures, the Company shall, within one month from the date on which the instrument of transfer was lodged with the company send to the transferee and to the transferor the notice of such refusal.   |
| <i>Register of mortgages etc. to be kept</i>              | 71. | The Board shall cause a proper Register to be kept in accordance with the provisions of Section 143 of the Act of all mortgages, debentures and charges specifically all acting the property of the Company, and shall cause the requirements of Sections 118 and 125 to 144 both inclusive of the Act in that behalf to be duly complied with, so far as they are ought to be complied with by the Board.   |
| <i>Register and Index of Debenture holders</i>            | 72. | The Company shall, if at any time it issues debentures, keep Register and Index of Debenture holders in accordance with Section 152 of the Act. The Company shall have the power to keep in any State or Country outside India a Branch Register of Debenture-holders, resident in that State or Country.  |

## CONVERSION OF SHARES INTO STOCK AND RECONVERSION

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| <i>Shares may be converted into stock</i> | 73. | The Company in General Meeting may convert any paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may thenceforth transfer their respective interest therein, or any part of such interest, in the same manner and subject to the seem regulations as and subject to which the shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may at any time re-convert any stock into paid up shares of any denomination. |
| <i>Right to Stockholders</i>              | 74. | The holders of stock shall, according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends and voting at the thing of the Company, and other matters as they held the shares from which the stock arose, but no such privileges advantages (except participation in the dividends and profits of the Company and in the assets of winding-up) shall be conferred by an amount of stock which would not, if existing in the shares, have conferred that privileges or advantages.   |

## MEETING OF MEMBERS

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| 75. | <p>The Company shall in each year holds General Meeting as its Annual General Meeting in addition to any other meetings in the year. All General Meetings other than Annual General Meeting shall be Extraordinary General Meetings. The first Annual General Meeting shall be held within eighteen months from the date of incorporation of the company and the next Annual General Meeting shall be held with six months after the expiry of the financial year in which the first Annual General Meeting was held and thereafter an Annual General Meeting of the Company shall be held within six months alter the expiry of each financial year, provided that not more than fifteen months shall elapse between the date of one Annual General meeting and that of the next Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Register under the provisions of Section 166(1) of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General meeting shall be called for on a time during business hours, on a day that is not a public holiday, and shall be held in the office of the Company or at some other place within the city in which the office of the Company is situated as the Board may determine and the Notices failing the Meeting shall specify it as the Annual General Meeting. The company may in anyone Annual General Meeting fix the time for its subsequent Annual General Meeting. Every member of the Company shall be entitled to attend shall in person or by proxy and the Auditor of the Company shall be entitled to attend and to be heard at any General Meeting which he attends on any part of the business, concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the liable the Directors' Report (if not already attached in the Audited statement of Accounts) the proxy Register with proxies and the Register of Directors' Share holdings of which letter Register shall remain open and accessible during the continuance of the meeting. The Board shall cause to be prepared the Annual List of Members, summary of the Share Capital, Balance Sheet and Profit and Loss Account and forward the same to the Registrar in accordance with Sections 159, 161 and 220 of the Act.</p> | <p><i>Manual General Meeting Seminary</i></p>  |
| 76. | <p>The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition in writing by any member or members holding in the aggregate not less than one-tenth of such of the paid-up capital as the date carries the right of voting in regard to the matter in respect of which the requisition has been made.</p>  | <p><i>Extraordinary General Meeting</i></p>  |
| 77. | <p>Any valid requisition so made by members must state the object or objects of the meeting proceeds to be called and must be signed by the requisitionists and be deposited at the office provided that such requisition may consist of several documents in title form each signed by one or more requisitionists.</p>  | <p><i>Regulations of Members to state object of meeting</i></p>  |
| 78. | <p>Upon the receipt of any such requisition, the Board shall forthwith call an Extraordinary General meeting, and they do not proceed within twenty-one days from the date of the requisition being deposited at the office to cause a meeting to be called on a day not later than forty-five days from the date of deposit of the requisition, the requisitionists, or such their number as represents either a majority in value of the paid-up share capital of the Company as is referred to in Section 189(4) of the Act, which ever is less, may themselves call the meeting, but in either case, any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.</p>   | <p><i>On receipt of requisition Directors to call meeting and in default requisitionists may do so</i></p> |
| 79. | <p>Any meeting called under the foregoing articles by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board.</p>   | <p><i>Meeting called by requisitionists</i></p>  |

*Twenty one days  
notice of meeting  
to be given*

80. Twenty one days notice at least of every General meeting, Annual or Extraordinary and by whosoever called, specifying the day, place and hour of meeting, and the general nature of the business to be transacted thereat, shall be given the manner hereinafter provided, to such persons as are under these Articles entitled to receive notice from the Company. Provided that in the case of an Annual General Meeting with the consent writing of all members are entitled to vote thereat and in the case of any other meeting, with the consent of members holding not less than 95 percent of such part of the paid up share capital of the Company as gives a right to vote at the meeting any be convened by a shorter notice in the case of an Annual General Meeting, if any business other than (i) the consideration of the Accounts, Balance Sheets and Reports of the Board of Directors and Auditors (ii) the declaration of dividend, (iii) the appointment of Directors in place of those retiring (iv) the appointment of and fixing of remuneration of the Auditors, is proposed to be transacted then in the event there shall be annexed to the notice of the meeting a statement setting out of all materials facts concerning each such item of business including, in particular, the nature of concern or interest, if any, therein of every director, and the Manager (if any). Where any such item of special business relates to or affects any other Company, the extent of shareholding interest in other Company of every Director and the Manager, if any, of the Company shall also be set out in the Statement if the extent of such share holding interests not less than 20 percent of the paid-up share capital of that other company where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

*Omission to  
give notice not  
to invalidate a  
resolution passed*

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

*Meeting on to  
transact business  
not mentioned in  
notice*

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

*Quorum of  
General Meeting*

83. Five members present in person shall be quorum for a General Meeting.

*Body Corporate  
deemed to be  
personally present*

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

*If quorum not  
present meeting  
to be dissolved or  
adjourned*

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

*Chairman of  
General Meeting*

86. The Chairman (if any) of the Board shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary, if members no such Chairman of the Board, or it at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting, or if he shall be unable or unwilling to take the chair, then the directors present may choose one of their member to be the Chairman of the meeting.

If no director be present or if all the directors present decline to take the chair, then the Members present shall elect one of their number to be Chairman.

87. No business shall be discussed at any General meeting except the election of a Chairman, while the chair is vacant. *Business confined to election of Chairman while chair vacant*
88. The Chairman with the consent of the members may adjourn any meeting from time to time and upon place to place in the city in which it is hold but, no business shall be transacted at any adjourned meeting other than the business, left unfinished at the meeting from which the adjournment took place. *Chairman with consent may adjourn meeting*
89. At any General Meeting a resolution put to vote at the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five members having the right to vote on the resolution and present in person or by proxy, or by the Chairman of the Meeting or by any member or members holding not less than one tenth of the total voting power in respect fo the resolutions or by any member or members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up on all the shares conferring that right, and unless poll is demanded, a declaration by the Chairman that a resolution, has on a show of hands, been carried unanimously, or by a particular majority or lost, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. *Questions at General Meeting how decided*
90. In the case of an equality of votes, the Chairman shall, both on a show of hands and at a poll (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a member. *Chairman's casting vote*
91. If a poll is demanded as aforesaid, the same shall, subject to Article 89 be taken at such time (not later than forty eight hours from the time when the demand was made) and place in the city or town in which the Office of the Company is for the time being situated and either by open voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawal at any time by the person or persons who made the demand. *Poll to be taken if demanded*
92. Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinize the vote given on the poll and to report thereon to him. One of the scrutinizers so appointed shall always be a member (not being an officer or employee of the Company) present at the meeting provided such members available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a scrutineer from office and fill vacancies in the office of scrutineer from such removal or from any other cause. *Scrutinizers at poll*
93. Any poll duly demanded of the election of Chairman of a meeting or on any question of adjournment shall be taken at the meeting forthwith. *In what case poll taken without adjournment*
94. The demand or a poll except on the questions of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the profit has been demanded. *Demand for poll not to prevent transaction of other business*

## VOTE OF MEMBERS

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| <i>Member in arrears not to vote</i>                               | 95.  | No member shall be entitled to vote either personally or by proxy, at any General meeting or Meeting of class of share holders, either upon a show of hands or upon a poll in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or, in regard to which the Company has and has exercised any right of lien.   |
| <i>Number of vote which member entitled</i>                        | 96.  | 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 an on a show of hands every member present in person shall have one vote and upon a poll the voting rights of every member present in persons or by proxy shall be in proportion to his shares of the paid-up equity share capital of the Company. Provided, however, if any preference share-holder be present at any meeting of the Company, save as provided in clause (b) of sub-section (2) of Section 87, he shall have a right to vote only on resolutions placed before the meeting which directly affect the rights attached to his preference shares. |
| <i>Casting on votes by a member entitled to more than one vote</i> | 97.  | One a poll taken at meeting of the Company a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same in the same way all the votes he used or may abstain from voting.   |
| <i>How members non-composment and minor may vote</i>               | 98.  | A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy may vote whether on a show of hands or on a poll, by this committee or other legal guardian; and any such committee or guardian may, on poll vote by proxy, if any member be a minor, the vote in respect of his share or shares shall be by his guardian, or any of his guardians. If more, than one, to be selected in case of dispute by the Chairman of the meeting.   |
| <i>Votes of Joint holders</i>                                      | 99.  | If there be joint holders of any shares, any one of such person may vote at any meeting or may appoint another person (whether a member or not) as his proxy in respect of such shares, as if he were solely entitled thereto by the proxy so appointed shall not have any right to speak at the meeting and, if more than one of such joint holders be present at any meeting that one of the said persons so present whose name stands, higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint-holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased member in whose name shares stand shall for the purpose of these Articles to be deemed joint holders thereof.   |
| <i>Voting to person or by proxy</i>                                | 100. | Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a member may vote either by a proxy or by a representative duly authorised in accordance with Section 187 of the Act, with such representative shall be entitled to exercise the same rights and powers (including the rights to vote by proxy on behalf of the body corporate which he presents as the body could exercise if it were an individual member.  |
| <i>Votes in respect of shares of deceased and insolvent member</i> | 101. | Any person entitled under Article 60, to transfer any share may vote at any General Meeting in respect thereof in this same manner, as if he were the registered holder of such shares, provided that forty eight hours atleast 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 Directors of his right to transfer such shares and give such indemnity  |

(if any) as the Directors may require or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

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| 102.    | Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointee or his attorney, or if such appointor is a corporation under the common seal of such corporation, or be signed by an officer or any attorney duly authorised by it, and any Committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meeting.   | <i>Appointment of proxy</i>   |
| 103.    | An instrument of proxy may appoint a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or, it may appoint for the purpose of every meeting of the Company, or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.  | <i>Proxy either for specified meeting or a period</i>                   |
| 104.    | A member present by proxy shall be entitled to vote only on a poll.  | <i>Proxy to vote only on a poll</i>                                     |
| 105.    | The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office not later than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.                   | <i>Deposit of instrument of appointment</i>                             |
| 106.    | Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms set out in Schedule IX of the Act.   | <i>Form of proxy</i>  |
| 107.    | A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy 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, revocation or transfer shall have been received at the office before the meeting.  | <i>Validity of votes given by proxy notwithstanding death of member</i> |
| 108.    | No objection shall be taken to the validity of any vote, except at any meeting or poll at which such vote shall be rendered, and every vote whether given personally or by proxy, not disallowance of such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.  | <i>Time for objection of votes</i>                                      |
| 108. A. | Notwithstanding any thing contained in the foregoing, the company shall transact such business as may be specified by the Central Government from time to time, through the means of postal ballot. In case of resolutions to be passed by postal ballot, no meeting need to be held at a specified time and space requiring physical presence of members to form a quorum. Where a resolution will be passed by postal ballot the company shall, in addition to the requirements of giving requisite clear days notice, send to all the members the following : | <i>Passing of Resolution by postal ballot</i>                           |
|         | i) Draft resolution and relevant explanatory statement clearly explaining the reasons therefor.  |   |
|         | ii) Postal ballot for giving assent or dissent, in writing by members; and   |   |
|         | iii) Postage prepaid ownerships (by Registered Post) for communicating assets or discontents on the postal ballot to this Company with a request to the members to send their communications within 30 days from the date of despatch of Notice.   |   |

The Company shall also follow such procedure, for conducting vote by postal ballot and for ascertaining the assets or dissent, as may be prescribed by the Act and the relevant Rules made thereunder.

*The Chairman  
of the meeting  
to be the judge  
of validity of any  
vote  
Minute of General  
Meeting and  
inspection thereof  
by members*

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

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

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

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

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

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

(6) 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 proceeding, or

(c) is detrimental to the interest of the Company.

The Chairman of the Meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.

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

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

## DIRECTORS

*Number of  
Directors*

111. 1. Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 252 of the Act, the number of Directors (excluding Debenture and Alternate Directors, if any) shall not be less than three not more than twelve.

2. The first Directors of the Company were the following:

i) Mr. JUGAL KISHORE AGARWAL

ii) Mr. GHANSHYAM DAS AGARWAL

iii) Mr. NIRMAL KUMAR AGARWAL

112. If at any time the Company obtains any loan or any assistance in connection there with by way of guarantee or otherwise from any person, firm, body corporate, local authority or public body (hereinafter called "the Institution") or if at any time the Company issues any shares, debentures and enters into any contract or arrangement with the institution, whereby the institution subscribes for or underwrites the issue of the Company's shares or debentures or provides any assistance to the Company in any manner and it is a term of the relative loan, assistance, contract or agreement that the institution shall have the right to appoint one or more directors to the Board of the Company, then subject to the provisions of Section 225 of the Act subject to the terms and conditions of such loan, assistance, contract or arrangement, the institution shall be entitled to appoint one or more director or Directors, as the case may be, to the Board of the Company and to remove from office any director so appointed and to appoint another in his place or in the place of Director so appointed who resigns or otherwise vacates his office. Any such appointment or removal shall be made in writing and shall be served at the office of the Company. The director or directors so appointed shall neither be required to hold any qualification share nor be liable to retire by rotation and shall continue in the office for so long as the relative loan, assistance, contract or arrangement, as the case may be, subsists.
- Power to appoint  
ex-officio  
Directors*
113. 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 the case of any and every such issue of debenture, 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 share.
- Debenture  
Directors*
113. A. If the Company at any time have a minimum paid up capital of Rupees Five Crore or such sums as may be prescribed and at least one thousand or more small shareholders, than the Company, may suomotu or upon requisition of not less than one tenth of the total number of small shareholders, proceed to appoint a nominee from amongst small shareholders as a Director of the Company. The small 'shareholders' director shall before his appoint, file his consent, to act as a Director, in writing to the Company and the tenure of such appointment shall be three years at a time without retirement by rotation, but shall be eligible for reappointment for another tenure. He shall, however, not be appointed as Managing Director or Whole Time Director under any circumstances and shall be subject to same disqualifications and shall vacate his office on the same grounds as are applicable to other Directors, in pursuance of these Articles. The Company shall follows such Rules as may be prescribed by the Central Govt. in this behalf.
- Appointment of  
Director by small  
shareholders*
- No small shareholders director appointed in accordance with the provisions of this Article shall hold office at the same as "small shareholders' director" in more than two companies.
- Restrictions on  
Directorship*
114. The Board appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. An Alternate Director appointed unless this Article shall not hold office for a period longer than that permissible to the Original director in whose place he has been appointed and shall vacate the
- Appointment  
of Alternate  
Directors*

office of the Original Director when he returns to that State. If the terms of office of the Original Director are determined before he so return to that state, any provisions in the Act or in these Articles for the automatic reappointment of any retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.

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| <i>Directors' power to add to the Board or appointment of Additional Director</i> | 115. Subject to the provisions of Section 260 and 264 of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be an Additional Director, but so that the total number of Directors shall not at any time exceed the maximum under the Articles 111. Any such Additional Director shall hold office only up to the date of the next Annual General Meeting.   |
| <i>Share qualification of Directors</i>   | 116. Until otherwise determined by the Company in General Meeting, a Director shall not be required to hold any shares in the capital of the Company as his qualification.   |
| <i>Directors can act before acquiring qualification</i>                           | 117. Without prejudice to the restrictions imposed by Section 226 of the Act, a Director who is required to hold qualification shares may act as a Director before acquiring such shares but shall, if he is not already qualified, obtain his qualification and every Director other than a Director appointed by the Central or State Government shall file with the Company a declaration specifying the qualification shares, held by him within two months from his appointment as a director.  |
| <i>Director's power to fill casual vacancies</i>                                  | 118. Subject to the provisions of Section 262, 264 and 284(6) of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be a Director to fill a casual vacancy. Any person so appointed shall hold office only upto the date to which the Director in whose place he is appointed would have held office if it had not been vacated by him.  |
| <i>Remuneration of Directors</i>  | <p>119. (1) Subject to the provisions of the Act, a Managing Director, or Managing Directors of Director who is/are in the whole-time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.</p> <p>(2) Subject to the provisions of the Act, a Director who is neither in the wholetime employment nor a Managing Director, may be paid remuneration either.</p> <p style="padding-left: 40px;">(i) by way of monthly, quarterly or annual payment with the approval of the Central Government, or</p> <p style="padding-left: 40px;">(ii) by way of commission if the Company by a special resolution authorised such payment.</p> <p>(3) The fees payable to a Director (including a Managing or whole-time Director, if any), for attending a Meeting of the Board or Committee thereof may be in accordance with and subject to the provisions of Section 309 of the Act or such other sum as the Company in General Meeting may from time to time determine.</p> |
| <i>Reimbursement of expenses to Directors for attending meetings of the Board</i> | 120. The Board may allow any pay to any director who is not a bonafide resident of the place where the meetings of the Board are ordinarily held and who come to such place for the purpose of attending any meeting, such sums as the Board may consider fair compensation for travelling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and any Director be cancelled upon to go or resided out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses incurred in connection with business of the Company.  |

121. The continuing Director may act notwithstanding any vacancy in their body but if, and so long as their number is reduced below the minimum number fixed by the Article 111 hereof, the continuing Directors not being less than two, may act for the purpose of increasing the number of directors to that number or for summoning a General Meeting but for no other purpose. *Directors may act notwithstanding any vacancy*
122. (1) The office of the Director shall ipso facto be vacated if :- *Vacation of office of Director*
- (a) he fails to obtain within the time specified in sub-section (1) of Section Director 270 of the Act, or at any time thereafter ceases to hold, the share qualification, if any necessary for his appointment, or
  - (b) he is found to be of unsound mind by a Court of competent jurisdiction; or
  - (c) he applies to be adjudicated an insolvent;
  - (d) he is adjudged insolvent; or
  - (e) he is convicted by a Court in India of any offence and is sentenced in respect thereof to imprisonment for not less than six months; or
  - (f) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call; or
  - (g) he absents from three consecutive meetings of the Board or from all meetings of the Board for a continuous period of three months, whichever is the longer, without obtaining leave of absence from the Board; or
  - (h) he or any time of which he is a partner or any private company of which he is a director, accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 295 of the Act; or
  - (i) he acts in contraventions of Section 299 of the Act; or
  - (j) he has been removed from office in pursuance of Section 203 of the Act; or
  - (k) by notice in writing to the Company that he resigns in his office; or
  - (l) any office or place of profit under the Company or under any subsidiary of the Company is held in contravention of Section 314 of the Act and in operation of that Section he is deemed to vacate the office.
- (2) Notwithstanding any matter or thing in sub-clause (d), (e) and (i) of clause (1) the disqualification referred to in those sub-clauses shall not take effect.
- (a) for thirty days from the date of adjudication sentence or order; or
  - (b) where an appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or
  - (c) where within the seven days aforesaid any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification until such further appeal or petition is disposed of.

*Directors may  
contract with  
Company*

123. (1) A Director or his relative, a firm in which such Director or relative is a partner or any other partner in such firm or a private company of which the Director is a member or a private company in which the Company is a member or director may enter into any contract with Company for the sale, purchase or supply of any goods, materials, or services or for underwriting the subscription of any shares in, or debentures of the Company, provided that the sanction of the Boards obtained before or within three months of the date on which the contract is entered into in accordance with Section 297 of the Act.
- (2) No Sanction shall, however, be necessary for
- (a) any purchase of goods and materials from the Company, or the sale of the goods or materials to the Company, by any such director, relative, firms partner or private company as aforesaid for each at prevailing market prices; or
  - (b) any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private Company on the other side for sale, purchase or supply of any goods, materials and services in which either the Company or the director, relative, firm, partner or private company as the case may be regularly trades or does business, whether the value of goods and materials or the cost of such services does not exceed Rs. 5,000/- (Rupees Five Thousand only) in the aggregate in any year comprised in the period of the contract or contracts.

Provided that in the circumstances of urgent necessity, a Director, relative, firm, partner or private company as aforesaid may with obtaining the consent of the Board enter into any such contract with the Company for the sale, purchase or supply of any goods, materials or services even if the value of such goods or the cost of such services exceed Rs. 5,000/- (Rupees Five Thousand only) in the aggregate in any year comprised in the period of the contract and the consent of the Board shall be obtained to such contract or contracts at a meeting within three months of the date of which the contract was entered into.

*Disclosure of  
interest*

124. A director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or proceed contract or arrangement entered into or to be entered into by or on behalf of the company, shall disclose the nature of his concern or interest, at a meeting of the Board in the manner provided in Section 299(2) of the Act; provided that it shall not be necessary for a Director to be entered into with any other company whether any of the Directors of the Company either himself or along with his relatives holds or hold two per cent of the paid-up share capital in any such other company.

*General notice of  
interest*

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

126. No Director shall as Director take any part in the discussion of, or votes any contract or arrangement entered into by or on behalf of the Company, if he is in any way whether directly or indirectly concerned or interested in such contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion of vote, and the does vote, his vote shall be void, provided however, that nothing herein contained shall supply to:
- Interested Directors not to participate or vote in Board's proceedings*
- (a) any contract or indemnity against any loss which the Directors or any one or more of them, may suffer by reason of becoming or being sureties or a surely for the Company.
  - (b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely:
    - (i) in his being:
      - (a) a director such company, and
      - (b) the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by the Company.
    - or
    - (ii) in his pledge member holding not more than 2% of its paid-up share capital.
127. The Company shall keep a Register in accordance with Section 301(1) and shall within the time specified in section 301(2) enter therein such of the particulars as may be relevant having regard to the application thereto of Section 297 of the Act as the case may be. The Register aforesaid shall also specify, in relation to each Director of the Company the names of the bodies corporate and firms of which notice has been given by him under Article 125. The Register shall be kept at the office of the company and shall be open to inspection at such office, and extracts may be taken therefrom and copies thereof in the same manner and on payment of the same fee as in the case of the Register members of the Company and the provisions of Section 163 of the Act shall apply accordingly.
- Register of contracts in which Directors are interested*
128. A Director may be or become a director or any company promoted by the Company of in which it may be in the treated as vendor, shareholder, or otherwise and no such director shall be accountable for any benefits received as director or shareholder of such company except so far as Section 209(6) or Section 314 of the Act may be applicable.
- Directors may by Directors of companies promoted by the Company*
129. At every Annual General Meeting of the Company, one third it such of the Directors for the time being, as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearer to one third shall retire from office.
- Retirement and rotation of Directors*
130. Subject to Section 256(2) of the Act, the Directors to retire by rotation under Article 129 at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became directors on the same day, those who are to retire, shall, in default of, and subject to any agreement among themselves, be determined by lot.
- Ascertainment of Directors retiring by rotation and filling of vacancies*
131. A retiring Director shall be eligible for re-election.
- Retiring Director eligible for re-election*

*Filling up of  
vacancies at  
general meeting*

132. Subject to Sections 256 and 259 of the Act, the Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto.

*Provision for  
default of  
appointment*

133. (a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned until the same day in the next week, at the same time and place.
- (b) If at the adjourned meeting also the places of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be so deemed to have been reappointed at the adjourned meeting, unless:
- (i) at that meeting or at the previous meeting the resolution for the reappointment of such Director has been put to the meeting and lost;
  - (ii) the retiring Director has by a notice in writing addressed to the Company or its Board expressed his unwillingness to be so re-appointed;
  - (iii) he is not qualified or is disqualified for appointment;
  - (iv) a resolution whether special or ordinary, is required for the appointment or reappointment by virtue of any provisions of the Act; or
  - (v) the provisions to sub-section (2) of Section 263 of the Act is applicable to the case.

*Company may  
increase or  
reduce the  
number of  
Directors*

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

*Notice of  
candidate for  
office of Directors  
except in certain  
cases*

135. (1) No person not being a retiring Director, shall be eligible for appointment to the office of director at any General Meeting unless he so some member intending to propose him has, not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office.
- (2) Every person (other than a director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 257 or, the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director, shall sign and file with the Company, the consent in writing to act as a Director, if appointed.
- (3) A person other than a Director reappointed after retirement by rotation of immediately on the expiry of his term of office, or an Addition or Alternate Director, or a person filling a casual vacancy in the office of a Director under Section 252 of the Act, appointed as a Director or reappointed as an Additional or Alternate Director, immediately on the expiry of his term of office, shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filled with the Registrar his consent in writing to act as such Director.

136. (a) The Company shall keep at its office a Register containing the particulars of its Directors, Managers, Secretaries and other persons mentioned in Section 303 of the Act and shall otherwise comply with the provisions of the said Section in all respect. *Register of Directors etc. and notification of charge to Registrar*
- (b) The Company shall in respect of each of its Directors also keep at its office a Register, as required by Section 307 of the Act, and shall otherwise duly comply with the provisions of the said Section in all respect.
137. (a) Every Director (including a person deemed to be a Director by virtue of the Explanation to sub-section (1) of Section 303 of the Act, Managing Director, Manager or Secretary of the Company, shall within twenty days of his appointment to any of the above offices in any other body corporate, disclose to the Company the particulars relating to his office in the other body which are required to be specified under sub-section (1) of Section 303 of the Act. *Disclosure by Directors of appointment only in other body corporate*
- (b) Every Director and every person deemed to be a Director of the Company by virtue of sub-section (10) of Section 307 of the Act, shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provision of that section.

### MANAGING DIRECTOR

138. Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its member or members as Managing Director or Managing Directors of the Company for fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit and subject to the provisions of Articles 140 the Board may by resolution vest in such Managing Director or Managing Directors such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine. The remuneration of a Managing director may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all these modes, or any other notice not expressly prohibited by the Act. *Board may appoint Managing Director or Managing Directors*
139. The Managing Director or financing Directors shall not exercise the powers to : *Restrictions on management*
- (a) make calls on share holders in respect of money unpaid on the shares in the Company.
- (b) issue debentures, and except to the extent mentioned in the resolution passed at the Board meeting under Section 292 of the Act, shall also not exercise the powers to;
- (c) borrow moneys, otherwise than on debentures;
- (d) invest the funds of the Company; and
- (e) make loans.
140. The Company shall not appoint or employ, or continue the appointment or employment of a person as its Managing or whole-time Director who *Certain persons appointed*
- (a) is an discharged insolvent, or has at any time been adjudged as insolvent
- (b) suspends, or has at any time suspended payment to his creditors, or makes, or has at any time made a composition with them; or

- (c) is, or that at any time been convicted by a Court of an offence involving moral turpitude.

- Managing Director special position of Managing Director* 141. A Managing director shall not while he continues to hold that office be subject to the retirement by rotation, in accordance with, Article 129, the cease to hold office of Director, he shall ipso facto and immediately cease to be a Managing Director.

## PROCEEDINGS OF THE BOARD OF DIRECTORS

- Meeting of Directors* 142. The Directors may meet together as a Board for the dispatch of business from time to time, and shall so meet atleast once in every three months and atleast four such meetings shall be held in every year. The Directors may adjourned and otherwise regulate their meetings as they think fit.
- Notice of Meeting* 143. Notice of every meeting of the Board shall be given in writing to every Director for the time being in India, and at his usual address in India; to every other Director.
- When meeting to be convened* 144. The Secretary shall, as and when directed by the Directors to do so convene a, meeting of the Board by giving notice in writing to every other Director.
- Chairman* 145. The Board shall appoint a Chairman of its meetings and determine the period for which he is to hold office. If no Chairman is appointed, or if it any meeting of the Board the Chairman is not present within five minutes after the time appointed, for holding the same, the Directors present shall choose some one of their member to be the Chairman of such meeting.
- Quorum* 146. The quorum for a meeting of the Board shall be determined from time to ti me in accordance with the provisions of the Section 287 of the Act. If a quorum shall not be present within three minutes from the time appointed for holding a meeting of the Board it shall be adjourned until such date and time as the Chairman of the Board shall appoint.
- Exercise of Powers to be valid in meetings where quorum is present* 147. A meeting of the Board of which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board.
- Matter to be decided on majority* 148. Subject to the provisions of Sections 316, 327(4) and 386 of the Act, questions arising at any time shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote.
- Power to appoint committee and a delegate* 149. The Board may subject to the provisions of the Act, from time to time and at any time delegate any of its powers to a committee consisting of such Director or Directors as it thinks fit, and may from time to time revoke such delegation. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may from time to time be imposed upon it by the Board.
- Proceeding of committee* 150. The meetings and the proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations made by the Board under the Article 149.
- Resolution without board meeting* 151. Save in those case where a resolution is required by Section 262, 292, 297, 316, 372(4) and 386 of the Act, to be passed at a meeting of the Board, a resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee of the Board, as the case may be, duly called and constituted , if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the Directors, or to all the

members of the Committee of the Board, as the case may be, then in India (not being less in number than the quorum fixed for meeting of the Board Committee, as the case may) and to all other Directors, or members of the Committee, at their usual address in India, and has been approved by such of them as are then in India, or by a majority of them as are entitled to vote on the resolution.

152. All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director and had not vacated his office or his appointment had not been terminated provided that nothing in this Articles 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 been terminated.

*Acts of Board or Committee valid notwithstanding formal appointment*

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

*Minutes of proceedings of meetings of the Board*

- (2) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
- (3) In no case shall be minutes of proceedings of a meeting be attached to any such book as aforesaid by a pasting or otherwise.
- (4) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (5) All appointment of officers made at any of the meetings aforesaid shall be included to the minutes of the meetings.
- (6) The minutes shall also contain
- (a) the names of the Directors present at the meeting; and
  - (b) in the case of each resolution passed at the meeting the names of the Directors, if any, dissenting from or not concurring in the resolution.
- (7) Nothing contained in sub-clause (1) to (6) shall 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.
  - (b) is irrelevant or immaterial to the proceedings; or
  - (c) is detrimental to the interest of the Company.

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

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

*Power of  
Directors*

154. The Board may exercise all such powers of the Company and do all such acts, and things as are not, by the Act, or any other Act, or by the Memorandum, or by the Articles of the Company, required to be exercised by the Company in General Meeting subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. Provided that the Board shall not, except with the consent of the Company in General Meeting.
- (a) sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole of any such undertaking.
  - (b) remit, or give time for the repayment of any debt due by a Director.
  - (c) Invest, otherwise than in trust securities, the amount of compensation received by the Company in respect of the compulsory acquisition of any such undertaking as is referred to in clause (a), or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only alter a considerable time.
  - (d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves - that is to say, reserve not set apart for any specific purpose. Provided further that the powers specified in Section 292 of the Act shall, subject of these Articles, be exercised only at meetings of the Board, unless the same be delegated to the extent there in stated;or
  - (e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed twenty-five thousand rupees or five per cent of its average, net profits as determined in accordance with the provisions of Section 349 and 350 of the Act during the three financial years immediately preceding, whichever is greater.

*Absolute powers  
of the Board in  
certain cases*

155. Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers; that is to say, power
- (1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;
  - (2) To pay any charge to the capital account of the Company and Commission or interest lawfully payable there out under the provisions of Section 76 and 208 of the Act;
  - (3) Subject to Sections 292 an 297 of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, all or for such price or consideration and generally on such terms and

conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;

- (4) At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in shares, bonds, debentures, mortgages, or other securities of the Company, and such shares may be issued either as fully paid up or with such amount credited as paid up thereon as maybe agreed upon all or any part of the property of the Company and its uncalled capital or not so charged.
- (5) To secure the fulfillment of any contracts or arrangement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit;
- (6) To accept from any member, as far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;
- (7) To appoint any person to accept and hold in trust for the Company and property belonging to the Company, in which it is interested, or for any other purposes; and execute such deeds and do all such things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;
- (8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts, due, and of any claim or demands by or against the Company and to refer any differences to arbitration, and observe and perform any awards made thereon;
- (9) To act on behalf of the Company in all matters relating to bankrupts and insolvents;
- (10) To make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demands of the Company;
- (11) Subject to the provisions of Sections 292, 295, 370 and 372 of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being shares of this Company), or without security and in such manner as they think fit, and from time to time to vary the size of such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name;
- (12) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to be about to incur any personal liability whether as principal or surely, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;
- (13) To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividends, warrants, releases, contracts and documents and to give the necessary authority for such purpose;
- (14) To distribute by way of bonus amongst the staff of the Company, share or shares in the profits of the Company, and to give to any officer or other person employed

by the Company a commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expertises of the Company;

- (15) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwelling or by grants of money, pension, gratuities, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Board shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locally of operation, or of public and general utility or otherwise;
- (16) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund, of to an Insurance Fund, or as a Reserve Fund, or Sinking fund, or any Special Fund to meet contingencies or to repay Debentures or Debenture Stocks, or for special dividends or for equalized dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purpose (including the purposes referred to in the preceding clause), as the Board may, to their absolute discretion, think conducive to the interests of the Company, and subject to Section 292 of the Act, to invest the several sums so set aside or so much thereof as required to be invested upon such investments (other than shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of any apply and expand all or any part thereof for the benefit of the Company, in such manner and for such purpose as the Board in their absolute discretion think conducive to the interest of the Company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the Reserve Fund into such special Funds as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund to another Reserve Fund or division, of a Reserve Fund and with full power to employ the assets constituting all or any of the above Funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Debentures or debenture-stock, and without being bound to keep the same, separate from the other assets and without being bound to pay interest on the same with power, however to the Board that at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.
- (17) Subject to the provisions of the Act to appoint and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisor, clerks, agents and servants of permanent, temporary or special services as they may for time to time think fit, and to determine that powers and duties and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. Also, from time to time provide for the management and transaction of the affairs of the Company in any specified locally in India, or elsewhere in such manner as they think fit; and

the provisions contained in the four next following sub-clauses shall be without prejudice to the general power conferred by this sub-clause;

- (18) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with;
- (19) From time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to the members of such Local Boards and to fix their remuneration;
- (20) Subject to Section 292 & 293 of the Act from time to time and at any time, delegate to any of the powers, authorities and discretion for the time being vested in the Board other than their power to make calls or for make loans or borrow moneys, and to authorise the Members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed and may annul or vary any such delegation.
- (21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also, except in their limits authorised by the Board, the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the members of any Local Board established as aforesaid or in favour of any company, or the share holders, directors, nominees, managers of any company of firm or otherwise in favour of any fluctuating body of person whether nominated directly by the Board and any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorney as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegates all or any of the powers, authorities and discretions for the time being vested in them;
- (22) Subject to Sections 294, 294A, 297 and 300 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such contracts, and to execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;
- (23) Subject to the provisions of Companies Act, 1956, the Board may pay such remuneration to Chairman / Vice Chairman of the Board upon such conditions as they may think fit.

### THE SECRETARY

156. The Directors may from time to time appoint, and at their discretion, remove the Secretary provided that where the Board comprises only three Directors, neither of them shall be the Secretary. The Secretary appointed by the directors pursuant to this Article shall be a whole-time Secretary. The Directors may also at any time appoint some persons, who need not be Secretary, to keep the registers required to be kept by the Company.

*Secretary*

**THE SEAL***To Seal, its custody and use*

157. (a) The Board shall provide a Common Seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute a new Seal in Lieu thereof and the Seal shall never be used except by the Authority of the Board or a Committee of the Board previously given.

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

*Deeds how executed*

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

**DIVIDENDS***Division of profits*

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

*The Company in General Meeting may declare a dividend*

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

*Dividends only to be paid out of profits*

161. No dividend shall be declared or paid otherwise than out of the profits of the financial year arrived at after providing for depreciation in accordance, with the provisions of Section 205 of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both, provided that :

(a) If the Company has not provided for depreciation for any previous financial year or years, if shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or years.

(b) If the Company has incurred any loss in any previous financial year or years, the amount of the loss or any amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of sub-section (2) of Section 205 of the At, or against both.

*Interim dividend*

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

*Calls in-advance not to carry right to participate in profits*

163. 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.

*Payment of prorated dividend*

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

165. The Board may retain the dividends payable upon shares in respect of which any person is under the Article 60 entitled to become a member or which any person under that Article is entitled to transfer; until such a person shall become a member, in respect of such shares or duly transfer the same. *Dividend to be kept in abeyance*
166. Any one of several persons who are registered as joint-holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends or bonus or other moneys payable in respect of such share. *Receipts for dividends*
167. No member shall be entitled to receive payments of any interest or dividend in respect of his share or shares, while any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever, either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend, payable to any member all sums of money so due from him to the Company.
168. A transfer share shall not paid the right to any dividend declared thereon before the registration of the transfer. *Right to dividend where shares transferred*
169. Unless otherwise directed any dividend may be paid by cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint-holdings. Every such cheque or Warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsibilities for any cheque or warrant or pay-slip or 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 receipt or the fraudulent recovery of the dividend by any other means. *Manner of paying dividend*
170. No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the company shall comply with the provision of Sections 205A to 205C of the Act in respect of all unclaimed or unpaid dividends. *Non-forfeiture of unclaimed dividend*
171. Any General Meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend and the dividend may, if so arranged between the Company and the member, be set off against the calls. *Dividend may be set off against calls*

### **CAPITALISATION OF RESERVES**

172. Any General Meeting may resolve that any moneys, investments, or other assets forming part of undivided profits of the Company standing to the credit of the Reserves, or any Capital Redemption Reserve that, in the hands of the Company and available for dividend or representing premiums received on the issue of shares and standing to the credit of the Share Premium Account be capitalised and distributed amongst such of the members as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such members in paying up in full any unless shares, debentures, or debenture stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares, and that such distributed or payment shall be accepted by such members in full satisfaction of their interest in the said capitalised sum. Provided that any sum standing to the credit of a Share Premium Account or a Capital Redemption Reserve Fund may for the purposes of this Article, only be apply in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares. *Issued of Bonus Shares*

*Utilisation of  
unutilised capital  
gains*

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

*Reserving issues  
of fractional  
certificates*

174. For the purpose of giving to any resolution under the two last proceeding. Articles hereof the Board may settle any difficulty which may arise to regard the distribution as it thinks expedient and in particular may issue fractional certificates, and may fix the value of distribution of any specific assets, and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest such cash or specific assets in trustees upon such trusts for the persons entitled to the Board. Where requisite, a proper contract shall be filled in accordance with Section 75 of the Act, and the Board may appoint any person to sign such contract on behalf of the person entitled to the dividend or capital fund, and such appointment shall be affective.

## ACCOUNTS

*Directors to keep  
true accounts*

175. (i) The company shall keep at the office or at such other place in India as the Board thinks fit, proper Books of Account in accordance with Section 209 of the Act, with respect to
- (a) all the sums of moneys received and expended by the Company and the matters in respect of which the receipts and expenditure take place.
  - (b) all sales and purchases of goods by the Company.
  - (c) the Assets and liabilities of the Company.
- (2) Where the Board decides to keep all or any of the Books of Account at any place other than the office of the Company the Company shall within seven days of the decision file with the Registrar a notice writing giving, the full address of that other place.
- (3) The Company shall preserve in good order the Books of Account relating to the period for not less than eighty years preceding the current year together with the vouchers relevant to any entry in such Books of Account.
- (4) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the Articles proper Books of Account relating to life transactions effect, at the branch office are kept at the branch office and proper summarized returns made up to date at intervals of not more than three months are sent by the branch office to the Company at its offices at other place in India, at which the Company's Books of Account are kept as aforesaid.
- (5) The Books of Account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain its transactions. The Books of Account and other books and papers shall be open to inspection by any Directors during business hours.

*Places of keeping  
accounts*

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

177. The Directors shall from time to time, in accordance with Sections 210, 211, 212, 215, 216 and 217 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profit and Loss Account and Reports as are required by these Sections. *Laying of accounts before Annual General Meeting*
178. A copy of every such Profit and Loss Account and Balance Sheet (including the Auditors Report and every other document required by law to be annexed or attached to the Balance Sheets, shall at least twenty one days before the meeting at which the same are to be laid before the members be sent to the members of the Company, to holders of debentures issued by the Company (not being debentures which ex facie are payable to the bearer thereof); to trustees for the holders of such debentures and to all persons entitled to receive notice of General Meeting of the Company. *Accounts when to be sent*

### AUDIT

179. Auditors shall be appointed and their rights and duties regulated in accordance with Sections 224 to 233 of the Act. *Accounts to be audited*
180. The First Auditor or Auditors of the Company shall be appointed by the Board within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the First Annual General Meeting provided that the Company may, at a General Meeting, remove any such Auditors all of such Auditors and appoint in his or their place any other person or persons who have been nominated for appointment by any members of the Company and of whose nomination notice has been given to the members of the Company not less than fourteen days before the date of the Meeting provided further that if the Board fails to exercise its powers under this Article, the Company in General Meeting may appoint the first Auditor or Auditors.
- The aforesaid provisions shall mutatis mutandis apply to any Secretarial Auditor appointed under the relevant provisions of the Act. *Secretarial Auditor*

### DOCUMENTS AND NOTICES

181. (1) A document or notice may be served or given by the Company on any member either personally or sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him. *Service of documents and notice*
- (2) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of the doing so; service of the documents or notice shall not be deemed to be effected unless it is sent to the manner intimated by the member and such service of the documents or notice shall not be deemed to be effected unless it is sent to the manner intimated by the member and such service shall be deemed to have been effected in the case of Notice of a meeting, at the expiration of forty-eight hours after the letter containing the document or notice is posted and in, any other case at the time at which the letter would be delivered in the ordinary course of post.

- Newspaper advertisement of notice to be deemed duly served* 182. A document or notice advertised in the newspaper circulating in the neighborhood of the office shall be deemed to be duly served or sent on the day which the advertisement appears to every member who has no registered address in India and has not supplied to the Company an address which India for serving of documents on or the sending of notices to him.
- Notice on whom to be served* 183. A document or notice may be served or given by the Company or given to the joint holders of a share by serving or giving the document or notice on or to the joint-holders named first in the Register of Members in respect of the share.
- Notice to be served on representative* 184. A document or notice may be served or given by the Company on or to the persons entitled to a share in consequence of the death or insolvency of a member by sending if through post in a prepaid letter addressed to him or them by name or by title of representatives of the deceased or assignee of the on solve or by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be entitled or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.
- Service of notice of general meetings* 185. Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore or to (a) every member (b) every person entitled to a share in consequence of the death or insolvency of a member, and (c) the Auditor for the time being of the Company.
- Members bound by notice* 186. Every person who, by operation of law, transfer or other means, whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such shares, previously to his name and address being enlarged on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such shares.
- Documents or notice to be signed* 187. Any document or notice to be served or given by the Company may be signed by a Director or some person duly authorised by the Board of Directors for such purpose and the signatures thereto may be written, printed or lithographed.
- Notice to be served by post* 188. All document or notices to be served or given by members on or to the Company or any office thereof shall be served or given by sending it to the Company or Officer at the Office by post under a certificates of posting or by registered post, or by leaving it at the office.

## WINDING UP

- Liquidator's power* 189. The Liquidator on any winding up (whether voluntary, under supervision or compulsory) may, with the sanction of a Special Resolution but subject to the rights attached to any preference share capital, divide among the contributing in specie any part of the assets of the Company and may with the like sanction; vest any part of the assets of the Company in trustee upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction shall think fit.

## INDEMNITY AND RESPONSIBILITY

- Person when to be indemnified by the Comapny* 190. Every Officer or Agent for the time being of the Company shall be indemnified out of the assets of the Company against all liability incurred by him in defending any proceeding, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under Section 633 of Act, in which relief is granted to him by the Court.

**SECRECY**

191. Subject to the provisions of these Articles and the Act no member or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises, or properties of the Company without the permission of the Directors or to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever, which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Company to communicate.

*No member  
to enter the  
premises of the  
Company without  
permission*

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

	Name Address and description of Subscribers	Number of Shares taken by each Subscribers	Names, Address and Description of Witness
1.	<b>Sri Sunder Singh Chawla</b> S/o. Late Roldu Ram Chowla 64, Suburban Park Road Howrah Business	1250 (One Thousand Two Hundred Fifty)	<p>Witness to all from one to seven  <b>Suresh Kumar Agarwal</b>  S/o. Late Laxman Prasad Agarwal  32, Armenian Street  Calcutta - 700 001  Chartered Accountant in practice</p>
2.	<b>Sri Jaichand Chaudhary</b> S/o. Late Shewlal Chaudhary 50/10, Shree Arbind Road Salkia, Howrah Business	1500 (One Thousand Five Hundred)	
3.	<b>Sri Chhangu Ram Yadav</b> S/o. Late Kumar Yadav 16, Kali Mazumdar Road Ghusuri, Howrah Business	1375 (One Thousand Three Hundred Seventy Five Only)	
4.	<b>Sri Kamal Kumar Vehl</b> S/o. Sri Daskumar Vedi 63, Bentinck Street, Calcutta Business	1875 (One Thousand Eight Hundred Seventy five only)	
5.	<b>Sri Sukhbir Singh Chawla</b> S/o. Sri Sunder Singh Chawla 64, Suburban Park Road Howrah Business	1250 (One Thousand Two Hundred Fifty only)	
6.	<b>Sri Balinder Singh Chawla</b> S/o. Sri Sunder Singh Chawla 64, Suburban Park Road Howrah Business	1250 (One Thousand Two Hundred Fifty only)	
7.	<b>Sri Sajjan Kumar Chaudhary</b> S/o. Sri Jaichand Chaudhary 50/10, Arbind Road, Howrah Business	1500 (One Thousand Five Hundred)	
	Total	10,000 (Ten Thousand only)	

2nd September, 1978

