

THE COMPANIES ACT, 1956
A COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF

M. P. AGRO INDUSTRIES LTD.

- I. The name of the Company is **M. P. AGRO INDUSTRIES LIMITED**
- II. The Registered Office of the Company will be situated in the State of Madhya Pradesh.
- III. The objects for which the Company is established are the following :-

(A) THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :

- (1) To carry on in India or in any part of the world all kinds of business relating to fertilizers, heavy chemicals, and their by-products, and in particular to carry on the business of manufacturing, storing, packing, distributing, transporting, converting, maintaining and rendering assistance and services of all and every kind of any description, buying, selling, exchanging, altering, improving and dealing in chemical fertilisers, heavy chemicals and their by-products, subject to law in force.
- (2) To acquire, purchase, give sell and generally deal either on cash, deferred payment, instalments r hire purchase basis in full plant and machinery, implements, accessories, tools, materials, substances or things of any description, including tractors, power tillers pumping sets, drilling equipment, all types of agricultural implements, plant protection equipment, fertilisers and all types of plant protection chemicals, cold storage and refrigeration equipment, agricultural equipment for processing and preserving agricultural produce and all other food materials including, materials of animal origin, machine tools, casting tubes, fuel oils, lubricants and all types of equipment required or dairy farming, poultry farming, pisciculture and such other articles allied to the above.
- (3) To aid, counsel, assist, finance, protect and promote the interests of Agro-Industries or projects or programmes and its connected activities whether owned or run by the Government statutory body, co-operative society, company, firm or individuals and to provide them with raw materials equipment, capital, credit means, resources and technical and managerial assistance for the prosecution of their work and business to enable them to develop and improve their methods of manufacture, management and marketing and technique of production.

(4) To carry on the business of manufacturers of and dealers in chemicals, chemical compounds (organic and inorganic) in all forms, and chemical products of any nature and kind whatsoever, and all by-products and joint products thereof.

To carry on business as chemical engineers, analytical chemists, importers, exporters, manufacturers of and dealers in heavy chemicals, acid alkalies, petrochemicals, chemical compounds and chemicals of all kinds (solid, liquid and gaseous), drugs, medicines, pharmaceuticals, antibiotics, tannins, tannin extracts, essences, solvents, plastics of all types, dye stuff, intermediates, textile auxiliaries, cellophanes, colour dyes, paints, varnishes, vat and other organic dyestuff, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, bio-chemicals and pharmaceuticals, medicinal, sizing, bleaching, photographic and other preparation and articles.

To carry on the business as manufacturers of chemicals, medicines, manures, distillers, dye makers, metallurgists and electrical and mechanical manufacturing and consulting engineering, rolling stock wagons manufacturers, wharfingers, warehousemen, bargowners, forwarding agents, planters, farmers and sugar merchants and so far as may be deemed expedient to the business of general merchants.

To manufacture, deal in or process styrene, butadiene, ethylene, alcohol, petroleum fractions and other chemical substances of all kinds, to manufacture compounds, synthetics and other substances, basic intermediate or otherwise from chemical substances of all kinds.

To manufacture, buy, sell, import, export and deal in chemical, chemical compounds, chemical products, acids, alkalies, petrochemicals, chemical medicines, drugs, pharmaceuticals, antibiotics, tannin, tannin extracts, essences, solvents, plastic of all types, dyes, dye stuff, intermediate, paints, varnishes, disinfectants, insecticides, fungicides, deodorants, bio-chemicals and sizing, bleaching and photographic materials.

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

- (4) To purchase, take on lease, mortgage or in exchange, hire, or otherwise acquire any moveable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or which may enhance the value of any other property of the Company and in particular any land, building, easements, machinery, plant, vehicles and stock-in trade.
- (5) To buy, purchase, sell, lease, take on lease, exchange or otherwise acquire lands, buildings, flats and hereditaments or any tenure or description in India or elsewhere whether for residential, business, manufacturing or other purpose any rights, easement advantage and privileges relating thereto and either for investment or resale or for trafficking in the same and to turn the same into account as may seem expedient and to construct, alter, improve, decorate, develop, warehouses, godowns, shops, buildings and other structures, works and conveniences of all kinds on any of the lands or immovable properties purchased or acquired by the Company, subject to law in force.
- (6) To build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery engines, roads, ways, tramways, railways, branches of sidings, bridges, Dams, Weere, reservoirs, warehouses, wharves, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the interests of the Company and to join with any other person or company in doing any of the aforesaid things.
- (7) To manufacture, import, export, deal in or prepare for market, revise, clean, restore, recondition, repair, remodel clean, treat and otherwise manipulate and deal in and turn to account by process or means whatsoever all by-products, refuse and waste and other products capable of being manufactured or produced out of or with the use of all or any raw materials, ingredients, substances or commodities used in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit.
- (8) Subject to the directives of Reserve Bank of India in this behalf to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit by promissory notes, bills of exchange, hundies, and other negotiable or transferable instruments or by debentures, or by debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed raised or owing by mortgage, charge, hypothecation pledge or lien upon all or any of the Company's property or assets (both present and future) moveable or immovable including its uncalled capital upon such terms as the Directors may deem expedient. And also by a similar mortgage, or lien to secure and guarantee the performance by the Company or any other person or company any obligation undertaken by the Company or any other person or Company as the case may be, but the Company shall not do the

banking business as defined under the Banking Companies Act, 1949.

- (9) To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities, but the company shall not do the Banking business as defined under the Banking Companies Act, 1949.
- (10) To draw, make accept, endorse, discount, execute and Issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments, but not to do banking business as defined in the Banking Companies Act, 1949.
- (11) To invest and deal with the funds of the Company not immediately required in any manner from time to time in such assets, properties, securities, shares, specie or investments or otherwise as may from time to time be determined by the Directors and sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
- (12) To open current, fixed, overdraft or other accounts with any Bank, Bankers, Shroff, or Merchant & to pay into and to draw moneys from such accounts.
- (13) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining applications for or shares, debentures, or other securities of the Company.
- (14) Upon any issue of shares, debentures or any other securities of the Company, to employ brokers, commission, agents and underwriters, and to provide for the remuneration of such persons for their services by payment in cash or issue of shares, debentures or other securities of the Company, by granting or options to take the same or in any other manner allowed by law.
- (15) To apply for and acquire permits, licences and quota rights from the Government of India or from State Governments or from Foreign Governments to import and export plant, equipment, spare parts thereof, machinery, raw materials, intermediates, finished products and processing materials connected with the manufacturing and selling of the products of the Company.
- (16) To amalgamate, enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint ventures, or reciprocal concessions, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company, subject to the provisions of the Monopolies and Restrictive Trade Practices Act, 1969.

- (17) To negotiate, enter into agreements and contracts with foreign companies, firms and individuals for technical assistance, know-how and collaboration in the manufacturing, marketing importing and exporting of raw materials and any or all of the aforesaid products.
- (18) To enter, into any arrangements with any Government or authorities municipal, local or otherwise or any persons or Company, in India or abroad that may seem conducive to the objects of the Company, in India or any of them and to obtain from any such Government, Authority persons or company, any rights, privileges, charters contracts, licences and concessions including in particular rights in respect of waters waterways, roads and highways, which the Company may think it desirable and to carry out, exercise and comply therewith.
- (19) To act as agents or brokers and as Trustees for any person or company and to undertake and perform sub-contracts and to do all or part of the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise and either alone or jointly with others, and either by or through agents, sub-contractors trustees or otherwise subject to the law in force.
- (20) To alter manage develop, exchange, lease, mortgage, underlet, sell give in gifts or otherwise dispose off, improve or deal with the land, property assets and rights and resources and undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any other Company having objects altogether or in part similar to those of this Company PROVIDED THAT no such distribution amounts to reduction of share capital except, in accordance with the provisions of the Companies Act, 1956, in this behalf.
- (21) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
- (22) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on, or possessed of property suitable for the purpose of this company, or which can be carried on in conjunction wherewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (23) To underwrite, acquire, takeup and hold shares, stocks, debentures debenture-stock, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or in any foreign country & debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Government, Sovereign Ruler, Commissioner, public body or authority supreme, municipal, local or otherwise whether in India or any foreign country

in connection with the business which the company is authorised to carry on & subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all right and powers conferred by or incidental to the ownership thereof, subject to law in force.

- (24) To act as Buying and Selling Agent of any Company, and to do and perform wholly or partly the several duties, services and offices which the Buying and Selling Agents of any company usually do and perform and to undertake and to become bound by conditions of any agreement entered in for any purposes.
- (25) To carry on whether in India or anywhere else in the world any business or branch of a business which this company is authorised to carry on by means, or through the agency or, any subsidiary company or companies and to enter into any arrangement with such subsidiary company for sharing the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on, including power at any time and either temporarily or permanently to close any such branch or business, subject of law in force.
- (26) To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and also to subscribe, contribute, or otherwise assist or guarantee money for charitable objects or institutions having scientific, religious or benevolent national, cultural, educational or object of general public utility, subject to the provisions of Section 293A(1) of the Companies Act, 1956.
- (27) To subscribe, or contribute or otherwise to assist or grant money to public funds and institutions and to any other useful institutions, funds or purposes which in the opinion of the Board of Directors are deserving and/or are likely to promote the interests or the business of the Company or to further its objects and/or to charitable and other useful funds whatsoever or for any exhibition subject to the provisions of Section 293 A(1) of the Companies Act, 1956.
- (28) To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade but the Company shall not act as trade union.
- (29) To create any reserve fund, sinking fund, depreciation fund, insurance fund, dividend equalisation fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for other purposes conducive to the interest of the Company.
- (30) To apply for, purchase, or take licence or otherwise acquire protect and renew in any part of the world, any patents, patent rights, brevets d'invention, trade-marks, designs licences, concessions, and the like conferring 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 calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licence in respect of, or otherwise turn to account the property, rights, or information so acquired, and to expend moneys in experimenting upon testing or improving any such patents, inventions, or rights, subject to the law in force.

- (31) To purchase and acquire secret processes, methods and formulate in connection with any of the objects of the company and specifications and designs for the apparatus and equipment related thereto and to pay for the same by the allotment of fully paid shares of the company or in any way under agreement or agreements for that purpose.
- (32) To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake scientific and technical researches, experiments, and tests of all kinds and to promote studies and researches, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes & grants to students or otherwise & generally to encourage, promote, & reward studies, researches, investigations of any kind that may be considered likely to assist any of the business which the Company is authorised.
- (33) To obtain technical information, knowhow and expert advice or financial accommodation for the production, manufacture or marketing of any products herein before mentioned and to pay to or to the order of such firm, company, body corporate, Government authority or person any fee, royalty, shares, bonus, remuneration and otherwise recompense them in any other manner for the services rendered by them.
- (34) To adopt such means for making known the business and/or products of this Company or any Company in which the Company is interested as its agent, representatives or in any other way by advertisements in press, periodicals, magazines through cineslides and films, by issue of circulars, posters, calendars, showcards, playing cards, hoardings, by radio programme, T.V. Programmes, exhibitions, by publication of books, periodicals, by purchase and exhibition of work of art or interest, and by granting prizes, rewards and donations, subject to the provisions of Section 293 A(1) of the Companies Act, 1956.
- (35) To procure the Company to be recognised in any part of the world outside India, Subject to the law in force.
- (36) To distribute amongst the members in specie any property of the Company or any proceeds of the same disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being

required by law.

- (37) Subject to the provisions of the Companies Act, 1956 to place, to reserve or to distribute as dividend or bonus among the members or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, and any money received in respect of dividends accrued on forfeited shares or from unclaimed dividends.
- (38) To provide for welfare of the Directors or Ex-Directors or the Employees or ex-employees of the Company and the wives widows and families or dependents or connections of such persons, by building or by contributing to the building of houses, dwellings or chawls, by grant of money, pensions, allowances, bonuses, or other payments, or by creating and from time to time subscribing or contributing to provident and other funds or trusts and by providing or subscribing towards schools, places of instruction, recreation club, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
- (39) to establish and support funds and institutions calculated to benefit employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions, and allowance.
- (40) To train or pay for the training in India or abroad of any of the Company's employees or any other candidates in the interests and for the furtherance of the Company's objects and business, subject to the law in force.
- (41) To agree to refer to arbitration disputes present or future between the Company and any other Company, firm or individual and to submit the same to arbitration to an arbitrator in India or abroad and either in accordance with Indian or any other foreign system of law.
- (42) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors trustees or otherwise, subject to the law in force.

(C) OTHER OBJECTS :-

- (43) To Promote, establish, execute and operate projects and schemes relating to industries based on agriculture horticulture, sericulture forest, fruits, flowers, herbs and roots farming and gardening, fishery, diary, poultry, cattle breeding and other such works, operations, and culture capable of producing goods, materials, things and substances which are and as may be used as food (whether principal, supplementary or subsidiary) for human beings or as other essentials of life for them and to own establish, purchase, takeover take on lease or hire or otherwise acquire, run manage, finance superintend or control such industries, enterprises and business.
- (44) To promote, establish, improve, develop, administer own and run industries, projects, enterprises or programmes for processing and preservation of agricultural produce, forest, produce and products of pisciculture and or animal origin.

- (45) To carry on the business of sole or general agents or general representatives and sole or general stockists or distributors by entering into agreement to hold, organise, regulate, conduct, transact, transfer or abandon such rights concessions or privileges with such rights concessions or privileges with such terms and conditions regarding duration emoluments and to vary such terms and conditions as and when found necessary and to undertake and transact any kind of agency or commission business for achieving the objects of the Company.
- (46) To carry on the trade or business of manufacturers of acids, salts, tanning extracts, chemical, industrial and other preparation and articles, compounds, oils, paints, pigments and varnishes, drug, dyeware paint or other substances or things, and to purchase, manufacture, sell, and generally deal in all materials, substances and things required for or incidental to the manufacture, preparation, adaptation or use of acids, salts, chemicals and other preparations and articles.
- (47) To carry on the business of engineers, chemists druggists, dyers, oil and colourmen, importers, exporters and manufacturers of and dealers in pharmaceutical medical chemical, industrial and other preparations and articles, compounds, oils, paints, pigments and varnishes, drugs, dyeware and paints and colour grinders, cabinet makers, makers of and dealers in proprietary articles of all kinds, and of electrical, chemicals, photographic, surgical and scientific apparatus and materials and to buy sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus and things capable of being used in any such business as aforesaid or required by any customers of or persons having dealings with the Company, either wholesale or retail.
- (48) To carry on the business of producers, cultivators, manufacturers and importers and exporters of and dealers in all kinds of tobacco, cigars, cigarettes, match-lights, pipes, smoker's requisites, and any other articles required by or which may be convenient to smokers, and of snuff grinders and merchants and box merchants, and to deal in any other articles and things commonly dealt in by tobacconists.
- (49) To acquire and carry on all or any of the business of processors of all types of goods, products, meats, fruits, vegetables, dairy products, wholesale and retail butchers, pork butchers, cattle slaughterers, and purveyors of and dealers in all kinds of meat, cattle, sheep, poultry, game and other live and dead stock, meat salesmen, sausage manufacturers and dealers, graziers, breeders of cattle, sheen, pigs, poultry and other live stock, farmers, growers, dairy-men and General provision merchants, fishmongers, fellmongers, tanners, preserved and potted meat manufacturers, soup makers, canners of meat & other produce and dealers in hides, fat, tallow, grease, offal and other animal produce in all branches of such respective traders and business.
- IV. The liability of the members is limited.
- V. "The Authorised Share Capital of Company is Rs. 6,00,00,000 (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lacs only)

Equity Shares of Rs. 10/- (Rupees Ten Only) each." With power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and attach there to respectively such preferential deferred, guaranteed, qualified or special rights privileges and conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company, subject to the provisions of Monopolies and Restrictive Trade Practices Act, 1969.

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

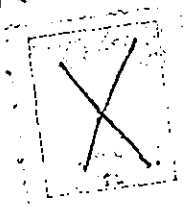
S.No.	Name addresses, description & occupation of subscribers.	Number of equity shares taken by each subscriber (in words & figures)	Signature, name, address, description & occupation of witness
1.	Chandrasekhar Seshadri Iyer Managing Director, The Madhya Pradesh State Agro Inds. Development Corpn. Ltd., Bhopal. Sd/- ... C.S. Iyer	10 Nos. (Ten numbers)	Chakerverti Khare, Sales Manager, The M.P. State Agro Ind. Dev. Corpn. Ltd. New Market, T.T. Nager Bhopal. Sd/- C. Khare
2.	Prem Shanker Parsai, Director of Agriculture, M.P. Bhopal. Sd/- P.S. Parsai	10 Nos. (Ten numbers)	Tekchand Kotwani, Asstt. Secretary, The M.P. State Agro-Industries Development Corporation Ltd., New Market, T.T. Nagar, Bhopal. Sd/- T. Kotwani
3.	Narendra Singh Deo Chairman, The Madhya Pradesh State Agro Inds, Devpt. Bhopal Sd/- N.S. Deo	10 Nos. (Ten numbers)	P.L. Barkur Asstt. Accounts Officer The M.P. State Agro-Ind Devp. Corpn. Ltd., Bhopal Sd/- P.L. Barkur

S. No.	Name addresses, description & occupation of subscribers.	Number of equity shares taken by each subscriber (in words & figures)	Signature, name, address, description & occupation of witness
4.	Tara Chandra Secretary The Madhya Pradesh Agro Indus. Development Corpn. Ltd., Bhopal. Sd/- Tara Chandra	10 Nos (Ten Numbers Shares)	Avinash Bairs, Public Relation Officer, The M.P. State Agro-Ind. Development Corp. Ltd. Bhopal Sd/- Avinash Bairs
5.	Sd/- Devapp Babu Kotian 31, 'Miami', Bhulabhai Desai Rd., Bombay 400 026. Son of late Shri Attawar Babu, Director, The Dharamsi Morarji Chemical Co. Ltd. Sd/-	Sixteen (16) Equity Shares	Sd/- Dinesh Gatulal Mehta 10, Pushpendra Mansion, 10 Phirozshah Street, Santa Cruz(West) Bombay - 400 054. Son of Shri Gatulal Fulchand Mehta Company Secretary
6.	Jaysinh Lakmidas Thakkar 92 Venus Apartments Altamount Road, Bombay - 400 026. Son of late Shri Laxmidas Haridas Thakkar Director, The Dharamsi Morarji Chemical Co. Ltd.	Sixteen (16) Equity Shares	Second Witness to signature of S. No. 5 & 6 S.S. Sisodia S/o. Shri M.L. Sisodia Mathura Prasad Bungalow, Arya Nagar, Morar Gwalior.
7.	For and on behalf of the Dharamsi Morarji Chemical Co. Ltd. Sd/- Dinesh Gatulal Mehta Duly constituted attorney, Prospect Chambers, 317/21 Dr. Dadabhai Naorji Road, Fort, Bombay - 400 001. A limited company chemical and fertilisers manufacturers.	Six (6) Equity Shares	Sd/- P.S. Ramachandran No. 8 'ABHILASHA' Off Dr. Rajendra Prasad Road, Mulund (West) Bombay - 400 080. Son of late Shri Pallasena Anantharama Subramaniam Service.

Dated this 27th day November 1975.



Recd Receipt No 1777 Date 27/11/75
 Amount of fee paid Rs 60/-
 Cashier's initials
 Nature of document THE COMPANIES ACT, 1956
 Date of issue
 Checked & found correct
 Paid to the Registrar
 Recorded/Filed
ARTICLES OF ASSOCIATION
 REGISTRAR OF COMPANIES



3/11/75

M. P. AGRO INDUSTRIES LTD.

1. No regulations contained in Table "A" in the First Schedule to the Companies Act, 1956, shall apply to this Company, but the regulations for the management of the Company and for the observance of the members thereof and their representatives, shall subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of, or addition to, its regulations by special Resolution, as prescribed by the Companies Act, 1956, be such as are contained in the Articles.

Table "A" not to apply but Company to be governed by these Articles.

INTERPRETATION

2. In the interpretation of these Articles unless repugnant to the subject or context;

Interpretation clause.

"The Act" means the Companies Act, 1956, or any statutory modification or re-enactment thereof for the time being in force.

The Act.

"These Articles" means Articles of Association for the time being or as altered from time to time by Special Resolution.

These Articles.

"Auditors" means and includes those persons appointed as such for the time being of the Company.

Auditors.

"Board" or "Board of Directors" means the Board of Directors of the Company or the Directors of the Company collectively.

Board or Board of Directors.

"Capital" means the share capital for the time being raised or authorised to be raised for the purposes of the Company.

Capital

"The Chairman" means the Chairman of the Board of Directors for the time being of the Company.

Chairman.

"Charge" includes a mortgage.

Charge

"The Company" or "This Company" means M.P. Agro-Morarji Fertilisers Limited.

The Company or this Company.

"Debenture" includes Debenture stock.

Debenture.

"Directors" means the Board of Directors for the time being of the Company or as the case may be, the Directors assembled at a Board, or acting under a Circular Resolution under the Articles.

Directors.

"Dividend" includes bonus.

Dividend.

Executor or Administrator.	"Executor" or "Administrator" means a person who has obtained probate or letter of administration, as the case may be, from a Court of competent jurisdiction and shall include holder of a Succession Certificate authorising the holder thereof to negotiate or transfer the share or shares of the deceased member and shall also include the holder of a Certificate granted by the Administrator General under Section 31 of the Administrator Generals Act 1963.
Gender.	Words importing the masculine gender shall include the feminine gender.
In writing and written.	"In writing" and "Written" include printing, lithography and other modes of representing or reproducing words in a visible form.
Legal Representative.	"Legal Representative" means a person who in law represents the estate of a deceased Member.
Marginal Notes.	The marginal notes hereto shall not affect the construction thereof.
Members.	"Members" means the duly registered holders, from time to time of the shares of the Company and includes the subscribers to the Memorandum of the Company.
Meeting or General Meeting.	"Meeting" or "General meeting" means a meeting of the members.
Annual General Meeting.	"Annual General Meeting" means a general meeting of the members held in accordance with the provisions of section 166 of the Act.
Extra-ordinary General Meeting.	"Extra-ordinary General Meeting" means an extra-ordinary general meeting of the members duly called and constituted and any adjourned holding thereof.
Month.	"Month" means a calendar month.
Office.	"Office" means the registered office for the time being of the Company.
Ordinary Resolution.	"Ordinary Resolution" shall have the meaning assigned to it by Section 189 of the Act.
Paid-up.	"Paid-up" includes credited as paid up.
Persons.	"Persons" includes corporations.
"Proxy".	"Proxy" means an instrument whereby any person is authorised to attend a meeting and vote for a member on a poll.
"The Register of Members".	"The Register of Members" means the register of members to be kept pursuant to Section 150 of the Act.
"The Registrar"	"The Registrar" means the Registrar of Companies, Madhya Pradesh.
"The Company's Regulations".	"The Company's Regulations" means the regulations for the time being for the management of the Company.
Seal.	"Seal" means the Common Seal for the time being of the Company.
Secretary.	"Secretary" means any individual possessing the prescribed qualifications under the Companies (Secretary's Qualifications) Rules 1975, appointed by the Board to perform the duties of a Secretary

<p>"Share" means share in the share capital of the Company and includes stock where a distinction between stocks and shares is expressed or implied.</p>	<p>"Share".</p>
<p>"Special Resolution" shall have the meaning assigned thereto by Section 189 of the Act.</p>	<p>"Special Resolution."</p>
<p>"The Statutes" means the Companies Act, 1956, and every other Act for the time being in force affecting the Company.</p>	<p>The Statutes.</p>
<p>"Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(17) of the Act.</p>	<p>Year.</p>
<p>Words importing the singular number include where the context admits or requires, the plural number and vice versa.</p>	<p>Singular Number.</p>
<p>Save as aforesaid any words and expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof for the time being in force.</p>	<p>Expressions in the Act to bear the same meaning in Articles.</p>

CAPITAL

3. (a) The Authorised Share Capital of the Company is Rs. 36,00,000 (Rupees Thirtysix lakhs) divided into 3,60,000 (Three lakhs sixty thousand) Equity Shares of Rs. 10 (Rupees Ten) each. The Company may increase the Authorised Capital which may consist of Unclassified shares which unclassified shares may be issued as Equity and/or Preference Shares as the Company in General Meeting may determine in accordance with the law for the time being in force relating to Companies, with power to increase or reduce such Capital from time to time, in accordance with the Regulations of the Company and the legislative provisions for the time being in force in this behalf and with power to divide the shares in the Capital for the time being into Equity Share Capital or Preference share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, and to vary, modify and abrogate the same in such manner as may be determined by or in accordance with these presents.
- (b) The holders of Preference shares shall be entitled to be paid out of the profit which the Directors shall determine to distribute by way of dividend, a fixed cumulative preferential dividend at the rate of nine and half per cent, per annum (free of Company's tax but subject to deduction of tax at source at the prescribed rates) on the amount credited as paid up thereon and to the right, on winding up, to be paid all arrears of preferential dividend, whether earned or declared or not, down to the commencement of the winding up, and also to be repaid the amount of capital paid or credited as paid up on the preference shares held by them respectively in priority to any payment in respect of Equity Shares, but shall not be entitled to any other rights in the profits or assets of the Company.

Subject as aforesaid and to the rights of the holders of any other shares entitled by the terms of issue to Preferential repayment over the equity shares in the event of the winding up of the Company, the holders of the Equity Shares shall be entitled to be repaid the amounts of capital paid up or credited as paid up on such shares, and all surplus assets thereafter shall belong to

the holders of the Equity shares in proportion to the amount paid up or credited as paid up on such Equity shares respectively at the commencement of the winding up.

(c) Subject to the provisions of Section 80 of the Act, the following provisions shall apply in regard to the redemption of the Cumulative Preference Shares.

(i) The Company may at any time after 12 years but in any event not later than 15 years from the date of issue of the shares, apply any profits or moneys of the Company which may be lawfully applied for the purpose in the redemption of the Preference shares at par, ^{drawn} together with a sum equal to arrears of dividend thereon ~~drawn~~ to the date of redemption.

(ii) In the case of any partial redemption under sub-clause c(i) of this Article, the Company shall for the purpose of ascertaining the particular shares to be redeemed, cause a drawing to be made at the office or at such other place as the Directors may decide, in the presence of a representative of the Auditors for the time being of the Company.

(iii) Forthwith after every such drawing the Company shall give to the holders of the shares drawn for redemption notice in writing of the Company's intention to redeem the same fixing a time (not less than three months thereafter) and the place for the redemption and surrender of the shares to be redeemed.

(iv) At the time and place so fixed each holder shall be bound to surrender to the Company the certificate for his shares to be redeemed and the Company shall pay to him the amount payable in respect of such redemption and where any such certificate comprises any shares which have not been drawn for redemption, the Company shall issue to the holder thereof a fresh certificate therefor.

(v) Any of the Redeemable Cumulative Preference Shares not previously redeemed under the foregoing provisions shall be redeemed at the expiry of 15 years from the date of the issue of the shares at par together with all arrears of the dividend thereon.

(d) Subject to the provisions of the Article, the Company shall be entitled to create and issue further Preference Shares ranking in all or any respects *pari passu* with the said Redeemable Cumulative Preference Shares, PROVIDED in the event of its creating and/or issuing Preference Shares in future, ranking *pari passu* with the Preference Shares proposed to be issued, the Company would do so only with the consent of the holders of not less than three-fourths of the Preference Shares then outstanding.

(e) The Redeemable Cumulative Preference Shares shall not confer on the holders thereof the right to vote either in person or by proxy at any general meeting of the Company save to the extent and in the manner provided by Section 87(2) of the Act.

(f) The rights, privileges and conditions for the time being attached to the Redeemable Cumulative Preference Shares may be varied,

modified or abrogated in accordance with the provisions of these Articles and of the Act.

4. The Company in general meeting may, by ordinary resolution from time to time, increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe, and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at general meeting of the Company in conformity with Section 87 and 88 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 97 of the Act.

Increase of capital by the Company and how carried into effect.

5. Except in so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares, shall be considered as part of the existing capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

New Capital same as existing capital.

6. Subject to the provisions of Section 80 of the Act the Company shall have the power to issue preference shares which are or at the option of the Company are to be 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 7 hereof the following provisions shall take effect:—

Provisions to apply on issue of Redeemable Preference Shares.

- (a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of the redemption.
- (b) No such shares shall be redeemed unless they are fully paid.
- (c) The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's share premium account before the shares are redeemed.
- (d) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall out of the 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.
- (e) Subject to the provisions of Section 80 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.

8. The Company may (subject to the provisions of Section 78, 80 and 100 to 105, both inclusive, and other applicable provisions, if any, of the

Reduction of capital.

Act) from time to time by special resolution, reduce (a) its share capital (b) any capital redemption reserve account or (c) any 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 up again or otherwise. This Article is not to derogate from any power the Company would have if it were omitted.

Consolidation, division, sub-division and cancellation of shares.

9. Subject to the provisions of Section 94 of the Act, the Company in general meeting may from time to time by an ordinary resolution alter the conditions of its Memorandum as follows:—

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) Sub-divide its shares, or any of them into shares of smaller amount than fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (c) Cancel any shares which, at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this sub-clause shall not be deemed to be reduction of share capital within the meaning of the Act.

Whenever the Company shall do any one or more of the things provided for in the foregoing sub-clauses (a), (b) and (c) the Company shall, within thirty days thereafter give notice thereof to the Registrar as required by Section 95 of the Act specifying, as the case may be, the shares consolidated, divided, sub-divided or cancelled.

Modification of rights.

10. Whenever the capital, by reason of the issue of preference shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 106 and 107 of the Act, be modified, commuted, affected, abrogated, dealt with or varied with the consent in writing of the holders of not less than three fourth of the issued capital of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions hereafter contained as to general meetings shall, *mutatis mutandis*, apply to every such meeting. This article is not to derogate from any power the Company would have if this article was omitted.

The rights conferred upon the holders of the shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking *pari passu* therewith.

SHARES AND CERTIFICATES

Restriction on allotment and Return of allotment.

11. The Board of Directors shall observe the restrictions as to allotment of shares to the public contained in Sections 69 and 70 of the Act, and shall cause to be made the returns as to allotment provided for in Section 75 of the Act.

12. (1) 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, whichever 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; Further issue of capital.
- (a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date;
- (b) Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;
- (c) The offer aforesaid shall be deemed to include a right exercisable by the persons concerned to renounce the shares offered to them in favour of any other person and the notice referred to in sub-clause (b) hereof shall contain a statement of this right; PROVIDED THAT the Directors may decline, without assigning any reason, to allot any shares to any person in whose favour any member may renounce the shares offered to him;
- (d) After the expiry of the time specified in the aforesaid notice, 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 of Directors may dispose them of in such manner as they think most beneficial to the Company.
- (2) Notwithstanding anything contained in sub-clause (1) hereof, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) sub-clause (1) hereof in any manner whatsoever:—
- (a) if a special resolution to that effect is passed by the Company in general meeting; or
- (b) where no such special resolution is passed, if the votes 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 so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and 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.
- (3) Nothing in sub-clause (c) of Clause (1) hereof shall be deemed:—
- (a) to extend the time within which the offer should be accepted, or

(b) to authorise any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(4) Nothing in this article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company:—

(i) to convert such debentures or loans into shares in the Company; or

(ii) to subscribe for shares in the Company (whether such option is conferred in these Articles or otherwise);

PROVIDED that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:—

(a) either has been approved by the Central Government before the issue of the debentures or the raising of the loans, or is in conformity with the rules, if any, made by that Government in this behalf; and

(b) in the case of the debentures or loans other than debentures issued to, or loans obtained from, the Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in general meeting before the issue of the debentures or the raising of the loans.

Shares under control of Directors.

13. 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 they think fit and with full power subject to the sanction of the Company in general meeting to give any person the option to call for or be allotted shares of any class of the Company either at a premium or at par or at a discount subject to the provisions of sections 78 and 79 of the Act and for such time and for such consideration as the Directors think fit.

Application of premium received on shares.

14. (1) Where the Company issues shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on these shares shall be transferred to an account, to be called "THE SHARE PREMIUM ACCOUNT" and the provisions of the Act relating to the reduction of the share capital of the Company shall except as provided in this article, apply as if the share premium account were paid up share capital of the Company.

(2) The share premium account may, notwithstanding anything in clause (1) hereof be applied by the Company;

(a) in paying up unissued shares of the Company, to be issued to the members of the Company as fully paid bonus shares;

(b) in writing off the preliminary expenses of the Company;

(c) in writing off the expenses of or the commission paid or discount allowed, on any issue of shares or debentures of the Company, or

- (d) in providing for the premium payable on the redemption of any redeemable Preference shares or of any debentures of the Company.

15. In addition to and without derogating from the powers for that 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 increased capital of the Company) be offered to such persons (whether members or not) in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of sections 78 and 79 of the Act) 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 at a premium or at par or at a discount (subject to compliance with the provisions of Section 78 and 79 of the Act) such option being exercisable at such time and for such consideration as may be directed by such general meeting or the Company in general meeting may make any other provisions whatsoever for the issue, allotment or disposal of any such shares.

Power also to Company in General Meeting to issue shares.

16. The Company may issue at a discount shares in the Company of a class already issued, if the following conditions are fulfilled, namely:—

Shares at a discount.

- (i) the issue of the shares at a discount is authorised by a resolution passed by the Company in general meeting and sanctioned by the Court;
- (ii) the resolution specifies the maximum rate of discount (not exceeding ten per cent or such higher percentage as the Central Government may permit in any special case) at which the shares are to be issued; and
- (iii) the shares to be issued at a discount are issued within two months after the date on which the issue is sanctioned by the Court or within such extended time as the Court may allow;

17. If by the conditions of any allotment of any shares the whole or any part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the shares or his legal representatives, and shall for the purposes of these Articles be deemed to be payable on the date fixed for payment and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like and all the other relevant provisions of these Articles shall apply as if such instalments were a call duly made and notified as hereby provided.

Instalments on shares to be duly paid.

18. Subject to the provisions of the Act and these Articles, the Board may allot and issue shares in the capital of the Company as payment of any property sold or transferred or for service rendered to the Company in the conduct of its business or in satisfaction of any outstanding debt or obligation of the Company and any shares which may be so issued shall be deemed to be fully paid-up shares.

The Board may issue shares as fully paid-up.

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

Acceptance of shares.

Deposit and Call
etc. to be a debt
payable.

20. The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the inscription 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.

21. Every member, or his heirs, executors or administrators to the extent of his assets which come to their hands shall be liable to pay to the Company the portion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times, and in such manner as the Board of Directors shall from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

Share Certi-
ficates.

22. (a) Every member or allottee of shares shall be entitled, without payment, to receive one certificate for all the shares of the same class registered in his name. Every share certificate shall specify the name of the person in whose favour it is issued, the share certificate number and the distinctive number(s) of the shares to which it relates and the amount paid up thereon. Such certificate 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 of requisite value, save in cases of issues against letters of acceptance or of renunciation or in cases of issue of bonus shares PROVIDED THAT if the letter of allotment is lost or destroyed the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating the evidence. If any member shall require additional certificates he shall pay for each additional certificate (not being in the marketable lot) such sum not exceeding One Rupee as the Directors shall determine. The Certificates of title to shares shall be issued under the Seal of the Company and shall be signed in conformity with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 or any statutory modification or re-enactment thereof for the time being in force. Printing of blank forms to be used for issue of Share Certificates and maintenance of books and documents relating to issue of Share Certificates shall be in accordance with the provisions of aforesaid rules. Such certificates of title to shares shall be completed and kept ready for delivery within three months after the allotment and within two months after the application for the registration of the transfer of any such shares unless the conditions of issue of shares provide otherwise.

(b) Any two or more joint allottees or holders of 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 any one of such joint owners on behalf of all of them.

Renewal of share
Certificate.

23. No Certificate of any share or shares shall be issued either in exchange for those which are sub-divided 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 duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.

PROVIDED THAT no fee shall be charged for issue of new certi-

ificates in replacement of those which are old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised.

24. New certificates shall not be granted under the provisions of the foregoing article except upon delivery of the worn out or defaced or used up certificate for the purpose of cancellation, and upon proof of destruction or loss, and upon such terms, if any, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating evidence as the Board of Directors may think fit in the case of any certificate having been destroyed, lost or defaced beyond identification.

New certificates to be granted on delivery of the old certificates.

25. If any shares stands in the names of two or more persons, the person first named in the Register shall, as regards receipts of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meeting and the transfer of the shares, be deemed the sole holder thereof but the joint holders of a share, shall severally as well as jointly be liable for the payment of all instalments and calls due in respect of such share, and for all incidents thereof according to the Company's regulations.

The first named of jointholders deemed sole holder.

26. Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise, even when having notice thereof, any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly 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, to register any share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.

Company not bound to recognise any interest in share other than of registered holder.

27. None of the funds of the Company shall except as provided by Section 77 of the Act be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanctioned in pursuance of Sections 78, 80 and 100 to 105 of the Act and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person, of or for any share in the Company or in its holding Company.

Funds of Company not to be applied in purchase of shares of the Company.

UNDERWRITING AND BROKERAGE

28. 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 or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolute or conditional) for any shares in or debentures of the Company, but so that the commission shall not exceed in the case of shares five 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 debentures as the case may be or partly in one way and partly in the other.

Commission may be paid.

29. The Company may on any issue of shares or debentures pay such brokerage as may be reasonable and lawful.

Brokerage.

CALLS

30. Subject to the provisions of Section 91 of the Act Board of Directors may, from time to time, by a Resolution passed at a meeting of the Board

Directors may make calls.

(and not by a circular resolution) make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares whether on account of the nominal value of the shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time 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 of Directors. A call may be made payable by instalments. A call may be postponed or revoked as the Board may determine.

Notice of calls. 31. Not less than fourteen 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 resolution. 32. 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 of Directors and may be made payable by the members whose names appear on the Register of members on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.

Directors may extend time. 33. The Board of Directors may, from time to time at its discretion, extend the time fixed for the payment of any call, and may extend such time to all or any of the members the Board of Directors may deem fairly entitled to such extension; but no member shall be entitled to such extension as of right except as a matter of grace and favour.

Amount payable at fixed time or by instalments to be treated as calls. 34. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or instalment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or instalment accordingly.

When interest on call or instalment payable. 35. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for the payment thereof the holder for the time being or allottee of the share in respect of which the call shall have been made or the instalment shall be due, shall pay interest on the same at such rate not exceeding twelve percent per annum as Directors shall fix from the day appointed for the payment thereof to the time of actual payment but the Directors may waive payment of such interest wholly or in part.

Evidence in actions by Company against shareholders. 36. On the trial or hearing of any action or suit brought by the Company against any member or his legal representatives for the recovery of any moneys 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 and entered on the register of member as the holder or as one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due, on the shares in respect of which such money is sought to be recovered that the resolution making the call is duly recorded in the minute book; and the notice of such call was duly given to the member or his legal representatives sued in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

37. The Board of Directors may, if it thinks fit, agree to and receive from any member willing to advance the same, all or any part of the amount due upon the shares held by him beyond the sums actually called for and upon the money so paid up in advance or 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 advances are made, the Board of Directors may pay or allow interest, at such rate not exceeding, unless the Company in general meeting shall otherwise direct, nine per cent per annum as the member paying the sum in advance and the Board of Directors agree upon. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to such members three month's notice in writing. Money so paid in advance of the amount of calls shall not confer a right to participate in profits or dividend.

Payment in anticipation of calls may carry interest.

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

LIEN

38. The Company shall have a first and paramount lien upon all shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not), called or payable at a fixed time in respect of such shares and no equitable interests in any such share shall be created except upon the footing and condition that this article is to have full legal effect. Any such lien shall extend to all dividends from time to time declared in respect of shares. PROVIDED THAT the Board of Directors may, at any time, declare any share to be wholly or in part exempt from the provisions of this article.

Company to have lien on shares.

39. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien for the purpose of enforcing the same. PROVIDED THAT no sale shall be made:—

As to enforcing lien by sale.

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency. For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their number to execute a transfer thereof on behalf of and in the name of such members.
- (c) The Purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

40. (1) The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and

Application of proceeds of sale.

- (2) The residue, if any, shall be paid to the person entitled to the

shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the share before the sale).

FORFEITURE OF SHARES

If money payable on share not paid notice to be given.

41. If any member fails to pay the whole or any part of any call or any instalment of a call on or before the day appointed for the payment of the same or any such extension thereof, the Board of Directors may, at any time thereafter, during such time as the call for instalment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

Sum payable on allotment to be deemed a call

42. For the purposes of the provisions of these presents relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

Form of notice.

43. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or instalment and such interest thereon at such rate not exceeding twelve percent per annum as the directors may determine and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.

If default of payment shares to be forfeited.

44. If the requirements of any such notice as aforesaid are not complied with, any share or shares in respect of which such notice has been given, may at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.

Notice of forfeiture to a member.

45. When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

Forfeited share to be the property of the Company and may be sold etc.

46. Any share so forfeited, shall be deemed to be the property of the Company and may be sold, reallocated or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.

Member still liable to pay money owing at the time of forfeiture and interest.

47. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding twelve percent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if it thinks fit, but shall not be under any obligation so to do.

Effect of forfeiture.

48. The forfeiture of a share shall involve the extinction at the time of the forfeiture, of all interest in and all claims and demands against the Company in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

49. The Board of Directors may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit. **Power to annul forfeiture.**
50. (1) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or Secretary of the Company, and that a share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. **Validity of forfeiture.**
- (2) The Company may receive the consideration if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (3) The person to whom such share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the shares;
- (4) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, instalments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.
- (5) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share.
51. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of a share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. **Provision of these articles as to forfeiture to apply in case of non-payment of any sum.**
52. Upon any sale, re-allotment or other disposal under the provisions of these articles, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto. **Cancellation of share Certificates in respect of forfeited shares.**
53. The Directors may, subject to the provisions of the Act, accept a surrender of any share from or for any member desirous of surrendering on such terms as they think fit. **Surrender of shares.**

TRANSFER AND TRANSMISSION OF SHARES

54. The Board shall not ~~issue~~ ^{allot} or register a transfer of any share to a minor or insolvent or person of unsound mind. **No transfer to minor etc.**
55. The instrument of transfer of any share shall be in the prescribed form under the Companies (Central Government's) General Rules & Forms, 1956 and in accordance with the requirements of Section 108 of the Act. **Form of Transfer.**

Application for transfer.

56. (1) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee.
- (2) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
- (3) For the purposes of clause (2), above, notice to the transferee shall be deemed to have been duly given if it is despatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.

Execution of transfer etc.

57. The instrument of transfer of any share duly stamped and executed by or on behalf of both the transferor and the transferee and shall be attested. The transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof.

Transfer by legal representative.

58. A transfer of share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

Register of members etc. when closed.

59. The Board of Directors shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situate to close the Register of Members and/or the Register of Debenture Holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.

Directors may refuse to register transfers.

60. (a) Subject to the provisions of Section 111 of the Act, or any statutory modification thereof for the time being in force, the Directors may at any time in their own absolute and uncontrolled discretion and without assigning any reasons or grounds, decline to register or acknowledge any transfer of any share and in particular may so decline in any case in which the Company has a lien upon the shares desired to be transferred or any call or instalment regarding any of them remains unpaid or unless the transferee is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of transfer shall be conclusive evidence of the approval of the Directors of the transferee.

PROVIDED THAT registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

Notice of refusal to be given to transferor and Transferee.

61. If the Company refuses to register the transfer of any shares or transmission of any right therein, the Company shall within two months from the date on which the instrument of transfer or intimation of transmission was lodged with the Company send notice of refusal to the transferee and the transferor or to the person giving intimation of the transmission, as the case may be, and thereupon the provisions of Section 111 of the Act or any statutory modification or reenactment thereof for the time being in force shall apply.

62. In case of the death of any one or more of the persons named in the Register of Members as the Joint-holders of any share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

Death of one or more joint holders of shares.

63. The executors or administrators of a deceased member or holders of a Succession certificate or the legal representatives in respect of the shares of a deceased member (not being one of two or more joint-holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognise such executors or administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration, or Succession Certificate as the case may be, from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register under Article 65 the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.

Titles to shares of deceased member.

64. If any member of the Company dies, and the Company through any of its principal officers within the meaning of Section 2(14A) of the Estate Duty Act, 1953, has knowledge of the death, it shall not be lawful for the Company to register the transfer of any shares standing in the name of the deceased member unless the Company is satisfied that the transferee has acquired such shares for valuable consideration or there is produced to it a certificate from the Controller, Deputy Controller, or Assistant Controller of Estate Duty in India that either the Estate Duty in respect thereof has been paid or will be paid or none is due as the case may be. Where the Company has come to know through any of its principal officers of the death of any member, the Company shall within such time as may be prescribed furnish to the Assistant Controller or the Deputy Controller of the Estate Duty who is exercising the functions of the Income-tax Officer in the case of the Company, such particulars as may be prescribed by the Estate Duty Rules, 1953.

Compliance with the Estate Duty Act, 1953.

65. Subject to the provisions of articles 62 and 63 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board of Directors (which it shall not be under obligation to give) upon producing such evidence that he sustains the character in respect of which he propose to act under these Articles, or of his title, as the Board of Directors shall require and upon giving such indemnity as the Directors shall require, either be registered as a member in respect of such shares or elect to have some person nominated by him and approved by the Board of Directors registered as a member in respect of such shares PROVIDED NEVERTHELESS that if such person shall elect to have his nominee registered, he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained, and, until he does so, he shall not be freed from any liability in respect of such shares. This clause is herein referred to as "THE TRANSMISSION CLAUSE."

Registration of persons entitled to shares otherwise than by transfer (Transmission Clause).

66. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any share or his nominee as if he were the transferee

Refusal to register nominee.

named in an ordinary transfer presented for registration.

Persons entitled
may receive
dividend without
being registered
as Member.

67. A person entitled to a share by transmission shall subject to the right of the Directors to retain such dividends or money as is hereinafter provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share.

Transfer to be
presented with
evidence of
title.

68. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the shares, and generally under and subject to such conditions and regulations as the Board may from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

No fee on trans-
fer or transmis-
sion.

69. No fee shall be charged for registration of transfer, Probate, Succession Certificate and Letters of Administration, Certificates of Death or Marriage, Power of Attorney or similar other documents.

The Company
not liable for
disregard of a
notice prohibi-
ting registration
of a transfer.

70. The Company shall incur no liability or responsibility whatever in consequence of its registering 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 referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever 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.

BORROWING POWERS.

Power to Borrow.

71. Subject to the provisions of Sections 292 and 293 of the Act and of these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, accept deposits from members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company from any source. PROVIDED HOWEVER, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free-reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in general meeting. No debt incurred by the Company in the excess of the limit imposed by this article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this article had been exceeded.

The payment or
repayment of
moneys borrowed

72. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by Circular Resolution) by the issue of bonds, debentures or debenture stock of the Company, charged upon all or any part of the property of the Company,

(both present and future), including its uncalled capital for the time being, and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

73. Any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing allotment of shares, attending (but not voting) at general meetings, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in general meeting by a Special Resolution and also with the sanction of the Central Government.

Terms of 8
issue of
debentures.

74. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may, subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

Mortgage of
uncalled
capital.

MEETINGS OF MEMBERS

75. (1) The Company shall in each year hold, in addition to any other meetings, a general meeting as its Annual General Meeting in accordance with the provisions of sections 166 and 210 of the Act and shall specify the meeting as such in the notice calling it, except in the case where the Registrar, has given an extension of time for holding any annual general meeting and not more than fifteen months shall elapse between the date of one Annual general meeting of the Company and that of the next.

Annual General
Meeting and the
persons entitled
to attend.

PROVIDED THAT if the Registrar shall have for special reason, extended the time within which any annual general meeting shall be held, such annual general meeting may be held within the additional time.

(2) Every Annual general meeting shall be called for any time during business hours, on a day that is not a public holiday and shall be held either at the registered office of the Company or at some other place within the city or town or village in which the registered office of the Company is situate for the time being.

(3) Every member of the Company shall be entitled to attend either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any general meeting which he attends on any part of the business which concerns him as Auditor.

76. At every Annual general meeting of the Company there shall be laid on the table the Directors' Report and Audited Statement of Accounts, Auditors' Report (if not already incorporated in the Audited Statement of Accounts), the proxy register with proxies, and the Register of Directors' Shareholdings which latter Register shall remain open and accessible during the continuance of the meeting.

Report,
Statement
and Registers
to be laid
before the
annual general
meeting.

77. All general meetings other than Annual general meetings shall be called Extraordinary General Meetings.

Extraordinary
General Meeting.

78. (1) Subject to the provisions of Section 188 of the Act, the Directors shall on the requisition in writing of such number of members as is hereinafter specified and (unless the annual general meeting otherwise resolves) at the expense of the requisitionists:—

Circulation of
Members'
Resolution.

- (a) give to the members of the Company entitled to receive a notice of the next Annual general meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting.
 - (b) circulate to members entitled to have notice of any general meeting sent to them, any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.
- (2) The number of members necessary for a requisition under clause (1) hereof shall be:—
- (a) such number of members as represent not less than one-twentieth of the total voting power of all the members having at the date of the requisition a right to vote on the resolution or business to which the requisition relates; or
 - (b) not less than one hundred members having the right aforesaid and holding shares in the Company on which there has been paid up an aggregate sum of not less than rupees one lakh in all.
- (3) Notice of any such resolution shall be given and any such statement shall be circulated to members of the Company entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each members in any manner permitted by the Act for service of notice of the meeting and notice of any such resolution shall be given to any other member of the Company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the Company. The copy of the resolution shall be served or notice of the effect of the resolution shall be given as the case may be in the same manner, and so far as practicable at the same time as notice of the meeting, and where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.
- (4) The Company shall not be bound under this article to give notice of any resolution or to circulate any statement unless:—
- (a) a copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the registered office of the Company
 - (i) in the case of a requisition requiring notice of resolution, not less than six weeks before the meeting, and
 - (ii) in the case of any other requisition not less than two weeks before the meeting, and
 - (b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expenses in giving effect thereto.

PROVIDED THAT if after a copy of the requisition requiring notice of a resolution has been deposited at the registered office

of the Company, and an annual general meeting is called for a date six weeks or less after such copy has been deposited the copy although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purpose thereof.

- (5) The Company shall not be bound under this article to circulate any statement, if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this Article are being abused to secure needless publicity for defamatory matter.
- (6) Notwithstanding anything in these Articles contained, the business which may be dealt with at an annual general meeting shall include any resolution of which notice is given in accordance with this article and for the purpose of this clause notice shall be deemed to have been so given notwithstanding the accidental omission in giving it to one or more members.

79. (1) The Directors may, whenever they think fit convene an extraordinary general meeting and they shall on requisition of the members as hereinafter provided, forthwith proceed to convene extra-ordinary general meeting of the Company.

Extraordinary general meeting by Board and by requisition.

(2) If at any time there are not within India sufficient directors capable of acting to form a quorum, or if the number of directors be reduced in number to less than the minimum number of directors prescribed by these Articles and the continuing directors fail or neglect to increase the number of directors to that number or to convene a general meeting, any director or any two or more members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be called by the Directors.

When a Director or any two members may call an extraordinary meeting

80. In case of requisition the following provisions shall have effect:—

- (1) The requisition shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and shall be deposited at the registered office of the Company.
- (2) The requisition may consist of several documents in like form, each signed by one or more requisitionists.
- (3) The number of members entitled to requisition a meeting in regard to any matter shall be such number as hold at the date of the deposit of the requisition, not less than one-tenth of such of the paid-up capital of the Company as at that date carries the right of voting in regard to that matter.
- (4) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (3) shall apply separately in regard to such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause is fulfilled.
- (5) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters proceed duly to call a meeting for the consideration of those

Contents of requisition and number of requisitionists required and the conduct of meeting.

matters on a day not later than forty-five days from the date of the deposit of the requisition, the meeting may be called:—

- (a) by the requisitionists themselves, or
- (b) by such of the requisitionists as represent either a majority in value of the paid up share capital held by all of them or not less than one-tenth of the paid-up share capital of the Company as is referred to in sub-clause (3) which ever is less. PROVIDED that for the purpose of this sub-clause the Board shall, in the case of a meeting at which a resolution is to be proposed as a special resolution be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by sub-section (2) of Section 189 of the Act.

(6) A meeting called under clause (5) by requisitionists or any of them:—

- (a) shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board, but
- (b) shall not be held after the expiration of three months from the date of deposit of the requisition.

PROVIDED that nothing in sub-clause (b) shall be deemed to prevent a meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period.

- (7) Where two or more persons hold any shares in the Company jointly, a requisition on a notice calling a meeting by one or some only of them shall for the purposes of this article have the same force and effect as if it had been signed by all of them.
- (8) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to call a meeting shall be repaid to the requisitionists by the Company, and any sums so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.

Length of
notice of
meeting.

81. (1) A general meeting of the Company may be called by giving not less than twenty-one days notice in writing.
- (2) A general meeting may be called after giving shorter notice than that specified in clause (1) hereof if consent is accorded thereto.
- (i) in the case of an annual general meeting by all the members entitled to vote thereat; and
 - (ii) in the case of any other meeting, by members of the Company holding not less than ninety-five percent of such part of the paid up share capital of the Company as gives a right to vote at the meeting.

PROVIDED that where any members of the Company are entitled to vote only on some resolution or resolutions to be mov-

ed at a meeting and not on the others, those members shall be taken into account for the purposes of this clause in respect of the former resolution or resolutions and not in respect of the latter.

82. (1) Every notice of a meeting of the Company shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat. Contents and manner of service of notice.
- (2) Subject to the provisions of the Act, notice of every general meeting shall be given:—
- (a) to every member of the Company in the manner authorised by sub-sections (1) to (4) of Section 53 of the Act.
- (b) to the persons entitled to a share in consequence of the death, or insolvency of a member, by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased or assignee of the insolvent, or by like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and
- (c) to the Auditor or Auditors for the time being of the Company, in any manner authorised by section 53 of the Act in the case of any member or members of the Company.

PROVIDED that where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighbourhood of the registered office of the Company under sub-section (3) of section 53 of the Act, the statement of material facts referred to in section 173 of the Act need not be annexed to the notice as required by that Section, but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

- (3) Every notice convening a meeting of the Company shall state with reasonable prominence that a member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a member of the Company.
83. (1) (a) In the case of an Annual general meeting, all business to be transacted at the meeting, shall be deemed special with the exception of business, relating to; Special and Ordinary business and explanatory -- statement.
- (i) The consideration of the accounts, balance sheet and reports of the Board of Directors and Auditors;
- (ii) The declaration of dividend;
- (iii) The appointment of Directors in the place of those retiring; and
- (iv) The appointment of, and the fixing of the remuneration of the auditors, and
- (b) In the case of any other meeting, all business shall be deemed special;

- (2) Where any items of business to be transacted at the meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any therein of every Director.

PROVIDED that where any such item of special business at the meeting of the Company relates to or affects any other Company, the extent of shareholding interest in that other company of every Director of the Company shall also be set out in the statement, if the extent of such shareholding interest is not less than 20 percent of the paid up share capital of that other Company.

- (3) 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 proceedings.

84. The accidental omission to give any such notice as aforesaid to or the non-receipt thereof by any member or other person to whom it should be given, shall not invalidate the proceedings of any such meeting.

Notice of business to be given.

85. No general meeting, annual or extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the meeting.

Quorum.

86. Five members entitled to vote and present in person shall be quorum for general meeting and no business shall be transacted at the general meeting unless the quorum requisite be present at the commencement of the meeting. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with section 187 of the Act. President of India or the Governor of a State being a member of the Company shall be deemed to be personally present if he is represented in accordance with section 187A of the Act.

If Quorum not present when meeting to be dissolved and when to be adjourned.

87. If within half an hour from the time appointed for holding a meeting of the Company a quorum is not present the meeting if called by or upon the requisition of members shall stand dissolved and 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 as the Board may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum and may transact the business for which the meeting was called.

Resolution passed at adjourned meeting.

88. Where a resolution is passed at an adjourned meeting of the Company, the resolution shall for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

Chairman of general meeting.

89. The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting, or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or shall decline to take the chair the Vice-Chairman if any, shall be entitled to take the chair. If the Vice-Chairman is also not present or is unwilling to take the chair, the Directors present shall elect one of them as Chairman and if no Director be present or if the Directors present decline to take the chair, then the mem-

bers present shall elect one of their numbers to be a Chairman. If a poll is demanded on the election of the Chairman it shall be taken forthwith in accordance with the provisions of the Act and the Chairman elected on show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected Chairman as a result of the poll he shall be the Chairman for the rest of the meeting.

90. No business shall be discussed at any general meeting except the election of a Chairman whilst the chair is vacant.

Business confined to election of Chairman whilst Chair vacant.

91. (1) The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

Chairman may adjourn meeting

(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(4) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

92. Every question submitted to a general meeting shall be decided in the first instance by a show of hands unless the poll is demanded as provided in these Articles.

How questions to be decided at meetings.

93. A declaration by the Chairman of the meeting that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of votes cast in favour of or against such resolution.

Chairman's declaration of result of voting on show of hands.

94. (1) Before or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on demand made in that behalf by the person or persons specified below, that is to say:—

Demand for Poll.

- (a) by at least five members having the right to vote on the resolution and present in person or by proxy; or
- (b) by any member or members present in person or by proxy and having not less than one-tenth of the total voting power in respect of the resolution; or
- (c) 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 aggregate sum has been paid up which is not less than one-tenth of the total sum paid-up on all the shares conferring that right.

(2) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

95. A poll demanded on any question of adjournment shall be taken forthwith. A poll demanded on any other question (not being a question

Time of taking poll.

relating to the election of a Chairman) shall be taken at such time not being later than forty-eight hours from the time when the demand was made and in such manner and place as the Chairman of the meeting may direct and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

Chairman's casting vote.

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

Scrutineers at poll.

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

Demand for poll not to prevent transaction of other business.

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

Special notice.

99. Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

Restriction on exercise of voting rights of members who have not paid calls. Number of votes to which member entitled.

100. No member shall exercise any voting rights 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 exercised any right of lien.

101. Subject to the provisions of article 100 every member of the Company holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representative duly authorised) have one vote and on a poll when present in person (including a body corporate by a duly authorised representative) or by an agent duly authorised under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paidup 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 before the meeting which directly affect the rights attached to his preference shares. A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote is taken.

Vote of members of unsound mind.

102. A member of unsound mind or in respect of whom order has been made by any Court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll by his committee or other legal guardian and

any such committee or guardian may on a poll vote by proxy.

103. If there be joint registered holders of any shares any one of such persons may vote at any meeting personally or by an agent duly authorised under a Power of Attorney or by proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the meeting, and, if more than one of such joint holders be present at any meeting either personally or by agent or by proxy, that one of the said person so present who 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 holder shall be entitled to be present at the meeting; provided always that a person present at any meeting personally shall be entitled to vote in preference to a person present by an agent duly authorised under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register in respect of such shares. Several executors or administrators of a deceased member in whose name shares stand shall for the purpose of these articles be deemed joint holders thereof.

Votes of
Joint
members.

104. (1) A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including a holder of debentures), authorise such person as it thinks fit by a resolution of its Board of Directors or other Governing Body to act as its representative at any meeting of the company or any class of members of the Company or at any meeting of the creditors of the Company or debenture holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual member, creditor or holder of debentures of the Company. The production of a copy of the resolution referred certified by a Director or the secretary of such body corporate before the commencement of the meeting shall be accepted by the company as sufficient evidence of the validity of the said representative's appointment and his right to vote there at.

Representation
of body cor-
porate.

(2) Where the President of India or the Governor of a State is a member of the Company, the President or, as the case may be, the Governor may appoint such person as he thinks fit to act as his representative at any meeting of the Company or at any meeting of any class of members of the Company and such a person shall be deemed to be a member of the Company and shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a member of the Company.

105. Any person entitled under the Transmission Article to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he was the registered holder of such shares provided that atleast forty eight hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his rights to transfer such shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

Votes in respect
of deceased or
insolvent
members.

106. Subject to the provisions of these Articles vote may be given either personally or by proxy. A body corporate being a member may vote either

Voting in
person or
by proxy.

by a proxy or by a representative duly authorised in accordance with section 187 of the Act.

Rights of members to use votes differently.

107. On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy, or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

Proxies.

108. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself PROVIDED ALWAYS that a proxy so appointed shall not have any right whatever to speak at the meeting. Every notice convening a meeting of the Company shall state that a member entitled to attend and vote is entitled to appoint one or more proxies.

Proxy either for specified meeting or for a period.

109. An instrument of proxy may appoint a proxy either for the purposes of a particular meeting specified in the instrument and any adjournment thereof or it may appoint a proxy for the purpose of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.

No proxy to vote on a show of hands.

110. No proxy shall be entitled to vote on a show of hands.

Deposit of instrument of appointment of proxy

111. The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a notarially certified copy of that Power of Attorney or authority, shall be deposited at the office forty-eight hours before the time for holding the meetings at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

Form of proxy.

112. 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 to the Act, and signed by the appointer or his attorney duly authorised in writing, or, if the appointer is a body corporate be under its seal or be signed by any officer or attorney duly authorised by it.

Validity of votes given by proxy notwithstanding revocation of authority.

113. 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 or of any Power of Attorney or authority 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, insanity, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting, or adjourned meeting at which the proxy is used provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and of the same not having been revoked.

Time for objections to vote.

114. No objection shall be made to the qualification of any voter or to the validity of a vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting.

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

115. 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. The decision of the Chairman shall be final and conclusive.

116. If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If embracing other objects copy thereof examined with the original shall be delivered to the Company to remain in the custody of the Company.

Custody of instrument.

DIRECTORS

117. 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, Alternate and Corporation Directors, if any) shall be not less than 3 and not more than 9.

Number of Directors.

118. The following persons shall be First Directors of the Company:—

- 1. Shri Narendra Singh Deo
- 2. Shri Chandra Shekhar Seshadri Jyer
- 3. Dr. Prem Shankar Parsai
- 4. Shri JAYSINH LAXMIDAS THAKHAR
- 5. Shri MADHUKAR VASUDEV GUPTA

Directors.

[Handwritten signatures and names of directors: P.S. Parsai, Jara, Madhukar Vasudev Gupta]

119. Any Trust Deed for securing debentures or debenture stocks, may, if so arranged provide for the appointment, from time to time by the Trustees thereof or by the holders of debentures or debenture stocks, of some person to be a Director of the Company and may empower such Trustees or holder of debentures or debenture stocks, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this article is here in referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provision as may be arranged between the Company and the Trustees and all such provision shall have effect notwithstanding any of the other provisions herein contained.

Debenture Directors.

120. Any bond or any other writing giving security issued or executed by the Company in favour of any credit corporation or any agreement executed by the Company in favour of a credit corporation may provide for the appointment of a Director (in these presents referred to as "The Corporation Director") for and on behalf of the holder of such bonds or such credit for such period as therein provided for not exceeding the period for which any amount may be outstanding under such bond or writing or agreement and for removal from office of such director, and on a casual vacancy being caused whether by resignation, death, removal or otherwise, for the appointment of another Director in the vacant place. The Corporation Director shall not be liable to retire by rotation and subject to the provisions of the Act be removed from his office by the Company.

Corporation Directors.

121. The provisions of Articles 118, 119 and 120 are subject to the provisions of section 256 of the Act and the number of such Directors appointed under Articles 119 and 120 shall not exceed in the aggregate one third of the total number of Directors for the time being in office.

Limit on number of retiring Directors.

122. The Board may appoint an Alternate Director recommended for such appointment by the Director (herein after in this Article called "the

Appointment of Alternate Director

original Director") to act for him during his absence for a period of not less than three months from the State of Madhya Pradesh. Every such alternate Director, shall subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meetings to have and exercise all the powers and duties and authorities of the original Director. The Alternate Director appointed under this article shall vacate office as and when the original Director returns to the said State of Madhya Pradesh. If the term of office of the original Director is determined before he returns to the State aforesaid, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the original Director and not the Alternate Director.

Directors may fill vacancies.

123. The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold his office only upto the date upto which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election.

Additional Directors.

124. The Directors shall also have power at any time and from time to time to appoint any other person to be a Director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum fixed. Any person so appointed as an addition to the Board shall hold his office only upto the date of the next annual general meeting but shall be eligible for election at such meeting.

Qualification of Directors.

125. A Director need not hold any qualification shares.

Remuneration of Directors.

126. The remuneration of a Director for his service shall be such sum as may be fixed by the Board of Directors not exceeding Rupees Two hundred fifty for each meeting of the Board or a Committee thereof attended by him. The Directors subject to the sanction of the Central Government (if any required) may be paid such further remuneration as the Company in general meeting shall, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and manner as the Board may from time to time determine; and in default of such determination shall be divided among the Directors equally.

Extra Remuneration to Directors for special work.

127. Subject to the provisions of Sections 198, 309, 310, 311 and 314 of the Act, if any Director, being willing shall be called upon to perform extra services (which expression shall include work done by a Director as a member of any committee formed by the Directors or in relation to signing share certificates) or to make special exertions in going or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company shall remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Directors, and such remuneration may be, either in addition to or in substitution for his share in the remuneration above provided.

Travelling expenses incurred by Directors on Company's business.

128. The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof or general meetings of the Company or in connection with the business of the Company at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair compensation for travelling, hotel

and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.

129. The continuing Directors or Director may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a general meeting of the Company, but for no other purpose.

Directors may act notwithstanding vacancy.

130. (1) Except with the consent of the Board of Directors of the Company, a Director of the Company, or his relative, a firm in which such a Director or relative is partner, any other partner in such a firm, or a private company of which the Director is a member or director, shall not enter into any contract with the Company

Board resolution necessary for certain contracts.

(a) for the sale, purchase or supply of goods, materials or services; or

(b) for underwriting the subscription of any share in or debentures of the Company.

(2) Nothing contained in clause (a) of sub-clause (1) shall affect:—

(a) the purchase of goods and materials for the Company or the sale of goods and materials to the Company by any Director, relative, firm, partner or Private Company as aforesaid for cash 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 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, PROVIDED that such contract or contracts do not relate to goods and materials the value of which or services the cost of which exceeds five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts;

(3) Notwithstanding anything contained in sub-clauses (1) and (2) hereof a Director, relative, firm, partner or private company as aforesaid may, in circumstances of urgent necessity, enter, without obtaining the consent of the Board, into any contract with the Company for the sale, purchase or supply of any goods, materials or services even if the value of such goods or cost of such services exceeds rupees five thousand in the aggregate in any year comprised in the period of the contract; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date on which the contract was entered into.

(4) Every consent of the Board required under this article shall be accorded by a resolution passed at a meeting of the Board required under clause (1) and the same shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into.

- (5) If the consent is not accorded to any contract under this article anything done in pursuance of the contract will be voidable at the option of the Board.

Disclosure of the members of Director's interest in contract in appointing Manager Managing Director or wholetime Director.

131. When the Company:—

- (a) enters into a contract for the appointment of a managing director or wholetime Director in which contract any Director of the Company is whether directly or indirectly concerned or interested or
- (b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid, the provisions of Section 302 of the Act shall be complied with.

ROTATION & APPOINTMENT OF DIRECTORS

Directors may be Directors of Companies promoted by the Company.

132. If a Director of the Company become a Director of any Company promoted by the Company or in which it may become interested as a vendor, shareholder, or otherwise, such Director shall not be accountable for any benefits received as Director or shareholder of such Company except in so far as Section 309(6) or Section 314 of the Act may be applicable.

Rotation of Directors.

133. Not less than two-thirds of the total number of Directors shall (a) be persons whose period of the office is liable to determination by retirement of Directors by rotation and (b) save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.

Retirement of Directors.

134. Subject to the provisions of Section 256 of the Act and articles 117, 118 to 123 at every annuay general meeting of the Company one-third of 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 nearest to one-third, shall retire from office. The Debenture Directors, Corporation Directors Special Directors, subject to Article 143, Managing Directors or Whole time Director if any, shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Directors to retire by rotation. In these articles a "Retiring Director" means a Director retiring by rotation.

Ascertainment of Directors retiring by rotation and filling of vacancies

135. Subject to Section 288(5) of the Act, the Directors to retire by rotation under Articles 134 at every annual general meeting shall be those who have been longest in office since their last appointment, but as between those who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot.

Eligibility for re-election.

136. A retiring Director shall be eligible for the re-election.

Company to fill Vacancies.

137. Subject to Sections, 258, 259, and 284 of the Act, the Company at the general meeting at which a Director retires in manner aforesaid may fill up the vacancy by appointing the retiring director or some other person thereto.

Provisions in default of appointment.

138. (a) If the place of retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday till the next succeeding day which is not a public holiday, at the same time and place.

(b) If at the adjourned meeting also, the place of the retiring Direc-

tor is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless:-

- (i) at that meeting or the previous meeting a resolution for the re-appointment 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 of Directors, 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 his appointment or re-appointment by virtue of any provisions of the Act; or
- (v) the proviso to sub-section (2) of section 263 of the Act is applicable to the case.

139. Subject to the provisions of Sections 252, 255 and 259 of the Act, the Company may, by ordinary resolution, from time to time, increase or reduce the number of Directors and may alter qualifications.

Company may increase or reduce the number of Directors or remove any Director.

140. (1) No person, not being a Retiring Director shall be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has, at least fourteen 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 a Director or the intention of such member to propose him as a Director for that office as the case may be.

Notice of Candidature for office of Director except in certain cases.

(2) The Company shall inform its members of the candidature of the person for the office of Director or the intention of a member to propose such person as a candidate for that office by serving individual notices on the members not less than seven days before the meeting; Provided that it shall not be necessary for the Company to serve individual notices upon the members as aforesaid if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the place where the registered office of the Company is located, of which one is published in the English language and the other in the regional language of that place.

141. Every Director and every person deemed to be 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 provisions of that section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the first meeting of the Board next after it is given.

Disclosure by Directors of their holdings of shares and debentures of the Company

MANAGING DIRECTOR — WHOLE-TIME DIRECTOR

Board may appoint Managing Director or Managing Director(s) or whole-time Directors.

142. Subject to the provisions of the Act and these Articles, the Directors shall have power to appoint from time to time one or more of their body to be Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

What provisions they will be subject to.

143. Subject to the provisions of the Act and these Articles, the Managing Director or the Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation under Article 134 but he shall be subject to the provision of any contract between him and the Company, be subject to the same provisions as to the resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or Whole-time Director if he ceases to hold the office of Director from any cause provided that if at any time the number of Directors (including Managing Director or Whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being, then such of the Managing Director or Whole-time Director or two or more of them as the Directors may from time to time determine shall be liable to retirement by rotation in accordance with the article 134 to the intent that the number of Directors not liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being.

Remuneration of Managing or Whole-time Director(s)

144. The remuneration of the Managing Director or Whole-time Director shall (subject to Section 309 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission on profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.

Powers and duties of Managing and or Whole-time Director(s)

145. Subject to the superintendence, control and direction of the Board the day to day management of the Company shall be in the hands of the Managing Director(s) or Whole-time Director(s) appointed under Article 142 with Power to the Board to distribute such day to day management functions among such Director(s) in any manner as deemed fit by the Board and subject to the provisions of the Act and these Articles the Board may by resolution vest any such Managing Director or Managing Directors or Whole-time Director or Whole-time Directors such of the power 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 and they may subject to the provisions of the Act and these Articles confer such powers either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

PROCEEDINGS OF THE BOARD OF DIRECTORS

Meeting of Directors.

146. The Directors may meet together as a Board for the despatch of business from time to time, and unless the Central Government by virtue of the proviso to Section 285 of the Act otherwise directs, shall so meet at least once in every three months and at least four such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meetings as they think fit. The provision of this article shall not be

deemed to have been contravened merely by reason of the fact that the meeting of the Board which had been called in compliance with the terms of this Article could not be held for want of a quorum.

147. (1) Notice of every meeting of the Board of Directors 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. At least seven days notice in writing shall be given to directors specifying the time and place of the meeting. Notice of Meetings.
- (2) A Director may at any time and the Secretary upon the request of a Director made at any time shall convene a meeting of the Board of Directors by giving a notice 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.
148. (a) Subject to Section 287 of the Act the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher; PROVIDED that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the total strength, the number of the remaining Directors (that is to say, the number of Directors who are not interested) present at the meeting being not less than two shall be the quorum during such time. Quorum
- (b) For the purpose of clause (a)
- (i) "Total Strength" means total strength of the Board of Directors of the Company as determined in pursuance of the Act, after deducting there from number of the Directors, if any, whose places may be vacant at the time and
- (ii) "interested Director" means any Director whose presence cannot by reason of any provisions in the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of the discussion or vote on any matter.
149. If a meeting of the Board could not be held for want of quorum then the meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place. Procedure when meeting adjourned for want of quorum
150. The Directors from among their number may elect a Chairman of the Board of Directors. If at any meeting the Chairman is not present at the time appointed for holding the same, the Directors present shall choose one of their number to be the Chairman of such meeting. Chairman
151. Subject to provisions of Section 316, 372(5) and 386 of the Act, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall not have second or casting vote. Questions at Board meeting how decided.
152. A meeting of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or these Articles or the regulations for the time being of the Company are vested in or exercisable by the Board of Directors generally. Powers of Board Meeting.

Directors
may appoint
committees.

153. The Board of Directors may subject to the provisions of Section 292 and other relevant provisions of Act and of these Articles appoint committee of the Board, and delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time revoke and discharge any such committees of the Board either wholly or in part and either as to the persons or purposes, but every committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation that may from time to time be imposed on it by the Board of Directors. All acts done by any such committee of the Board in conformity with such regulations and in fulfilment of the purpose of their appointment, but not otherwise, shall have the like force and effect, as if done by the Board.

Meeting of
the Committee
how to be
governed.

154. The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superceded by any regulations made by the Directors under the last preceding article.

Circular
resolution.

155. (1) A resolution passed by circular without a meeting of the Board or a Committee of the Board appointed under article 154 shall subject to the provisions of sub-clause(2) hereof and the Act be as valid and effectual as the resolution duly passed at meeting of the Directors or of a Committee duly called and held.

(2) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, if the resolution, has been circulated in draft together with necessary papers, if any, to all the Directors or to all the members of the Committee then in India not being less in number than in the quorum fixed for a meeting of the Board or Committee as the case may be), and to all other Directors or members of the Committee at their usual addresses in India and has been approved by such of the Directors or members of the Committee as are in India or by a majority of such of them as are entitled to vote on the resolution.

Acts of Board
or Committee
valid not-
withstanding
defect in
appointment.

156. 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 one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be 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. Provided nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

POWERS OF THE BOARD

General Powers
of Management
vested in
Directors.

157. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of Company required to be exercised by the Company in general meeting, subject nevertheless to any regulation of these Articles, to the provisions of the Act, or any other Act and to such regulation being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting but no regulations made by the Company in general meeting shall invalidate any prior act of the

Directors which would have been valid if that regulation had not been made, PROVIDED that the Board of Directors 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 payment 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 after 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, reserves not set apart for any specific purpose; 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 twentyfive thousand rupees or five per cent of its average net profits as determined in accordance with the provisions of Sections 349 and 350 of the Act during the three financial years immediately preceding, whichever is greater; Provided that the Company in general meeting or the Board of Directors shall not contribute any amount to any political party or for any political purpose to any individual or body.
 - (i) Provided that in respect of the matter referred to in clauses (d) or (e) such consent shall be obtained by a resolution of the company which shall specify the total amount upto which moneys may be borrowed by the Board under clause (d) or as the case may be, total amount which may be contributed to charitable or other fund in any financial year under clause (e);
 - (ii) Provided further that the expression "temporary loans" in clause (d) above shall mean loans repayable on demand or within six months from the date of the loan such as short term, cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature.
158. (1) Without derogating from the powers vested in the Board of Directors under these Articles the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meetings of the Board:—
- (a) The power to make calls on shareholders in respect of money unpaid on their shares;

Certain powers to be exercised by the Board only at meetings.

- (b) The power to issue debentures;
- (c) The power to borrow moneys otherwise than on debentures;
- (d) The power to invest the funds of the Company;
- (e) The power to make loans;

Provided that the Board may by resolution passed at a meeting delegate to any committee of Directors, Managing Director or any other principal officer of the Company, the powers specified in (c), (d) and (e) of this sub-clause to the extent specified below:—

- (2) Every resolution delegating the power referred to in sub-clause (1) (c) shall specify the total amount, outstanding at any one time, upto which moneys may be borrowed by the delegate.
- (3) Every resolution delegating the power referred to in sub-clause (1) (d) shall specify the total amount upto which the funds of the Company may be invested, and the nature of the investments which may be made, by the delegate.
- (4) Every resolution delegating the power referred to in sub-clause (1) (e) shall specify the total amount upto which loans may be made by the delegates, the purpose for which the loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.

Certain
powers of
the Board.

159. Without prejudice to the general powers conferred by the last preceding article and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by these articles but subject to the restrictions contained in the last preceding articles it is hereby 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 formation, promotion, establishment and registration of the Company;
- (2) to pay and charge to the Capital Account of the Company any commission or interest, lawfully, payable thereout under the provisions of Sections 76 and 208 of the Act,
- (3) Subject to sections 292 and 297 and other applicable provisions of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition 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 by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of

the property of the Company and its uncalled capital or not so charged;

- (5) to secure the fulfilment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit;
- (6) to accept from any member, so far as may be permissible by law, a surrender of his shares or any part hereof, on such terms and conditions as shall be agreed;
- (7) to appoint any person to accept and hold in trust for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
- (8) to institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its officer, or otherwise concerning the affairs of the company, and also to compound and allow time for payment on satisfaction of any debts due, and of any claims or demands by or against the Company and to refer any difference to arbitration and observe the terms of any awards made therein either according to Indian Law or according to foreign law and either in India or abroad and observe and perform or challenge any award made therein;
- (9) to act on behalf of the Company in all matters relating to bankrupts and insolvents and winding up and liquidation of Companies;
- (10) to make and give receipts, release and other discharge for moneys payable to the Company and for the claims and demands of the Company;
- (11) subject to the provisions of Sections 292, 293(1), 295, 370, 372 and other applicable provisions of the Act and these articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such security (not being the shares of this Company) or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.
- (12) to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgage of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;
- (13) to open bank accounts and to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts, and documents and to give the necessary authority for such purpose;

- (14) to distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company, and to give to any Director, 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 a part of working expenses of the Company;
- (15) to provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and the wives, widows, and families or the dependants or connections of such persons, by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals dispensaries, medical and other attendance and other assistance as the Board shall think fit, and subject to the provisions of Section 293(1) (e) of the Act to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or the 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 the depreciation fund, or to an insurance fund, or as a reserve fund or sinking fund or any special or other fund or funds or account or accounts to meet contingencies or to repay redeemable preference shares, debentures or debenture stock or for special dividends or for equalising dividends or for repairing, improving extending and maintaining any part of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause) as the Board may, in their absolute discretion think conducive to the interest of the Company, and subject to Section 292 of the Act, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than share of this Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the General Reserve or 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 and/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 purchase or repayment of redeemable preference shares, 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 at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.

- (17) to appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and to fix their salaries, or emoluments or remuneration, and to require security in such instances and to such amounts as they may think fit, and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit;
- (18) 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 person to be members of such Local Boards or managers or agents and to fix their remuneration;
- (19) subject to Section 292 of the Act, from time to time, and at any time to delegate to any persons so appointed any of the powers, authorities, and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow moneys; and to authorise the member 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 such appointment or delegation may be made on such terms 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;
- (20) at any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointments 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 shareholders, Directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;
- (21) subject to sections 294, 297, 300 and other applicable provisions 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 negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;

- (22) from time to time to make, vary and repeal bye-laws for the regulation of the business of the Company its officers and servants;
- (23) to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock company carrying on the business which the Company is authorised to carry on in any part of India;
- (24) to purchase, take on lease, for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit, and in any such purchase lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
- (25) to insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company, either separately or conjointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
- (26) to purchase or otherwise acquire or obtain licence for the use of, and to sell exchange or grant licence for the use of any trade mark, patent, invention or technical knowhow.
- (27) to sell from time to time any articles, materials, machinery, plants, stores and other articles and things belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.
- (28) from time to time to extend the business and undertaking of the Company by adding to, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purposes aforesaid or any of them as may be thought necessary or expedient.
- (29) to undertake on behalf of the Company any payment of all rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company, and to purchase the reversion or reversions, and otherwise to acquire the free-hold-fee-simple of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate;
- (30) to improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose of, deal with or otherwise turn to account, any property (moveable or immoveable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.
- (31) to let, sell or otherwise dispose of subject to the provisions of

Section 293 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment of satisfaction for the same in cash or otherwise as it thinks fit.

MINUTES

160. (1) The Company shall cause minutes of all proceedings of general meetings and of all proceedings of every meeting of the Board of Directors or of every committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned entries thereof in books kept for that purpose with their pages consecutively numbered. Minutes to be made
- (2) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed,
- (a) in the case of minutes of proceedings of a meeting of Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting;
- (b) in case of minutes of proceedings of the general meeting, by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Director duly authorised by the 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 meeting shall contain a fair and correct summary of the proceedings thereat.
- (5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (6) In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall contain:—
- (a) the names of the Directors present at the meeting;
- (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 clause (1) to (6) hereof 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 interests 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.

Minutes to be evidence of the proceedings.

161. The minutes of meeting kept in accordance with the provisions of section 193 of the Act shall be evidence of the proceedings recorded therein.

Presumptions to be drawn where minutes duly drawn and signed.

162. Where the minutes of the proceedings of any general meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of section 193 of the Act until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.

THE SECRETARY

Secretary.

163. The Directors may from time to time appoint, and at their discretions, remove any individual, (hereinafter called "the Secretary" to perform any functions, which by the Act are to be performed by the Secretary, and to execute any other ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company.

The appointment of Secretary shall be made according to the provisions of the Companies (Issue of share Certificates) Rules, 1975.

THE SEAL

The Seal, its custody and use.

164. (1) The Board of Directors shall provide a Common Seal for the purpose 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 Board shall provide for the safe custody, of the Seal for the time being, under such regulations as the Board may prescribe;

(2) The seal shall not be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and in the presence of at least one Director of the Company, who shall sign every instrument to which the seal is affixed. Provided further that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Issue of share Certificates) Rules, 1960, and their statutory modifications for the time being in force.

DIVIDEND WARRANTS

Division of profits.

165. (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

The Company in general meeting may declare dividends.

166. The Company in general meeting may declare dividends, to be paid to members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of section 207 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.

167. No dividend shall be payable except out of profits of the Company arrived at in the manner provided for in section 205 of the Act. Dividend out of profits only.
168. The Board of Directors may from time to time, pay to the members such interim dividends as in their judgement the position of the Company justifies. Interim Dividend.
169. The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists. Debts may be deducted.
170. Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right, to dividend or to participate in profits. Capital paid up in advance at interest not to earn dividend.
171. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly. Dividends in proportion to amount paid up.
172. The Board of Directors may retain the dividend payable upon shares in respect of which any persons under article 65 has become entitled to be a member, or any person under that article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same. Retention of Dividends until completion of transfer under article 65.
173. No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend to any member all such sums of money so due from him to the Company. No member to receive dividend whilst indebted to the Company and the Company's right of reimbursement thereof.
174. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer. Effect of Transfer of shares.
175. 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 in respect of such share. Dividend to joint-holders.
176. The dividend payable in cash may be paid by Cheque or Warrant sent through post direct to registered address of the share-holder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint-holders which is first named on the register of members or to such person and to such address as the holder or the joint-holder may in writing direct. The Company shall not be liable or responsible 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 forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means. Dividend how remitted.
177. The Directors may, before recommending or declaring any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors be applicable for meeting contingencies or for any other purpose to which the profits of the Company may be properly applied and pending such application may, at the like discretion, either be employed in the business Reserves.

of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit.

Dividend to be paid within forty-two days.

178. The Company shall pay the dividend or send the warrant in respect thereof to the share-holder entitled to the payment of dividend, within forty-two days from the date of the declaration unless:—

- (a) where the dividend could not be paid by reason of the operation of any law;
- (b) where a share-holder has given directions regarding the payment of the dividend and those directions cannot be complied with;
- (c) where there is a dispute regarding the right to receive the dividend;
- (d) where the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder, or
- (e) where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

Unclaimed dividend.

179. Dividends unclaimed for one year after having been declared may be invested or otherwise used by the Board of Directors for the benefit of the Company until claimed. Provided that there shall be no forfeiture of unclaimed dividends till the claim thereto becomes barred by law. The Directors may annul the forfeiture and pay any such dividend. This clause is subject to the provisions of section 205 A(1) of the Companies Act, 1956.

No interest on dividends.

180. No dividend shall bear interest as against the Company.

Dividend and call together

181. Any general meeting declaring a dividend may on the recommendations 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 payable to him, and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the Company and members, be set off against the calls.

Dividends in cash.

182. No dividend shall be payable except in cash. Provided that nothing in this Article shall be deemed to prohibit the capitalisation of the profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by members of the Company:

CAPITALISATION

Capitalisation.

183. (1) The Company in General Meeting may, upon the recommendation of the Board, resolve;

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts, or to the credit of the Profit and Loss account or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in Clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3), either in or towards:
- (i) paying up any amount for the time being unpaid on any shares held by such members respectively;
 - (ii) paying up in full unissued shares of the Company to be allocated and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
 - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).
- (3) A share premium account and a Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid bonus Shares.
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
184. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall; Fractional
Certificates.
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, and
 - (b) generally do all acts and things required to give effect thereto.
- (2) The Board shall have full power:
- (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in the case of shares becoming distributable in fractions; and also
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on all such members.
- (4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificate as they think fit.

ACCOUNTS

Books to be kept.

185. (1) The Company shall keep at its registered office proper books of accounts as would give a true and fair view of the state of affairs of the Company or its transaction with respect to:

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;

(b) all sales and purchases of goods by the Company; and

(c) the assets and liabilities of the Company.

(d) if so required by the Central Government, such particulars relating to utilisation of material or labour or to other items of cost as may be prescribed by that Government.

Provided that all or any of the books of accounts aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.

(2) where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause (1) if proper books of accounts relating to the transactions effected at the branch are kept at that office and proper summarised returns made upto date at intervals of not more than three months are sent by the branch office to the Company at its registered office or the other place referred to in sub-clause (1). The books of accounts and other books and paper shall be open to inspection by any Director during business hours.

Inspection by members.

186. (a) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors.

(b) No member (not being a Director) shall have any right of inspecting any account books or documents of the Company except as allowed by law or authorised by the Board.

Statements of Accounts to be furnished to general meeting.

187. The Board of Directors shall from time to time in accordance with sections 210, 211, 212, 216 and 217 of the Act, cause to be prepared and laid before each annual general meeting a Profit and Loss Account for the financial year of the Company and a Balance Sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.

Right of Members to copies of Balance Sheet and Auditor's Report.

188. Any member or holder of debentures of the Company whether he is or is not entitled to have copies of the Company's Balance Sheet sent to him shall, on demand be entitled to be furnished without charge, and any person from whom the Company has accepted a sum of money by way of deposit, shall on demand accompanied by the payment of a fee of one rupee, be entitled to be furnished, with a copy of the balance sheet of the Company and of every document required by law to be annexed or attached

thereto, including the Profit and Loss account and the Auditor's and Directors' Report.

189. (1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Sections 224 to 229 and 231 of the Act. Appointment of Auditors.
- (2) The Company shall at each annual general meeting appoint an Auditor or Auditors to hold office from conclusion of that meeting until the conclusion of the next annual general meeting and shall within seven days of the appointment give intimation thereof to the Auditor so appointed unless he is retiring Auditor.
- (3) At any annual general meeting a Retiring Auditor, by whatsoever authority appointed shall be re-appointed unless;
- (a) he is not qualified for re-appointment,
 - (b) he has given the Company notice in writing of his unwillingness to be re-appointed,
 - (c) a resolution has been passed at that meeting appointing somebody instead of him or providing expressly that he shall not be re-appointed; or
 - (d) where notice has been given of an intended resolution to appoint some person or persons in the place of a retiring Auditor, and by reason of the death, incapacity or disqualification of that person or of all those persons, as the case may be, the Resolution cannot be proceeded with.
- (4) Where at annual general meeting no Auditors are appointed or re-appointed, the Central Government may appoint a person to fill the vacancy.
- (5) The Company shall, within seven days of the Central Government's power under the sub-clause (4) becoming exercisable give notice of that fact to that Government.
- (6) The Directors may fill any casual vacancy in the office of Auditor, but while any such vacancy continues, the surviving or continuing Auditor or Auditors (if any) may act but where such vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in general meeting
- (7) A person, other than a retiring Auditor, shall not be capable of being appointed at an annual general meeting unless special notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with section 190 of the Act and the Company shall send a copy of any such notice to retiring Auditor and shall give notice thereof to the members in accordance with section 190 of the Act and all the other provisions of section 225 of the Act shall apply in the matter. The provisions of this sub-clause shall also apply to a resolution that retiring Auditor shall not be re-appointed.

190. Every account when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall be corrected and thenceforth shall be conclusive.

Account when audited and approved to be conclusive except as to errors discovered within 3 months.

DOCUMENTS AND NOTICES

To whom documents must be served or given.

191. Document or notice of every general meeting shall be served or given on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a members and (c) the auditor or auditors for the time being of the Company, PROVIDED that when the notice of the meeting is given by advertising the same in newspaper circulating in the neighbourhood of the office of the Company under article 82 a statement of material facts referred to in article 83 need not be annexed to the notice, as is required by that article, but it shall merely be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

Members bound by documents or notices served on or given to previous holders.

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

Service of documents on Company.

193. A document may be served on the Company or an officer thereof by sending it to the Company or officer at the registered Office of the Company by Post under a certificate of Posting or by Registered Post or by leaving it at its registered office.

Authentication of documents and proceedings.

194. Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the Company may be signed by a Director, the Manager or the Secretary or other authorised officer of the Company and need not be under the Common Seal of the Company.

REGISTERS AND DOCUMENTS

Registers and documents to be maintained by the Company.

195. The Company shall keep and maintain Registers, Books and Documents as required by the Act or these articles, including the following:—

- (1) Register of Investments made by the Company but not held in its own name, as required by section 49(7) of the Act.
- (2) Register of Mortgages and Charges as required by section 143 of the Act and copies of instruments creating any change requiring registration according to section 136 of the Act.
- (3) Register and Index of Members and Debenture holders as required by sections 150, 151 and 152 of the Act.
- (5) Foreign Register, if so thought fit, as required by section 157 of the Act.
- (6) Register of Contracts, with Companies and firms in which Directors are interested as required, by section 301 of the Act
- (7) Register of Directors, and Secretary etc., as required by section 303 of the Act.
- (8) Register as to holdings by Directors of shares and/or debentures in the Company as required by section 307 of the Act.
- (9) Register of investments made by the Company in Shares and debentures of the bodies Corporate in the same group as required by section 372 (7) of the Act.
- (10) Copies of Annual Returns prepared under Section 159 of the

Act together with the copies of certificates and documents required to be annexed thereto under Section 161 of the Act.

- (11) Register of loans guarantees or securities given to other Companies under the same management as required by section 370 of the Act.

196. The Register mentioned in clauses 9 and 11 of the foregoing Article and the minutes of all proceedings of general meetings shall be open to inspection and extracts may be taken therefrom and copies thereof may be required by any member of the Company in the same manner to the same extent and on payment of the same fees as in case of the Register of Members of the Company, provided for in Clause 3, thereof. Copies of entries in the Registers mentioned in the foregoing article shall be furnished to the persons entitled to the same on payment of thirty-seven paise for every hundred words or fractional part thereof required to be copied. The Company shall give inspection of the above Register to the persons entitled to the same on such days and during such business hours as may consistently with the provisions of the Act in that behalf be determined by the Company in general meeting.

Inspection of Registers.

WINDING UP

197. If the Company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in the proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively, and if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Distribution of Assets.

198. (1) If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a special resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in Trustees upon such trusts for the benefit of the contributories or any of them, as the Liquidator, with the like sanction, shall think fit.

Distribution in specie or kind.

(2) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on, any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to section 494 of the Act.

(3) In case any shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares may within ten days after the passing

of the special resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall if practicable act accordingly.

Right of shareholders in case of sales.

199. A special resolution sanctioning a sale to any other Company duly passed pursuant to section 494 of the Act may subject to the provisions of the Act in like manner as aforesaid determine that any shares or other consideration receivable by the Liquidator be distributed amongst the members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the members subject to the rights of dissent and consequential rights conferred by the said sanction.

INDEMNITY

Directors' and others, rights to indemnity.

200. Subject to provisions of section 201 of the Act, every Director, or Officer, or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as auditor, shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company, to pay all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Officer or Auditor or other Officer of the Company in defending any proceedings whether civil or criminal in which judgement is given in his favour, or in which he is acquitted or in connection with any application under section 633 of the Act in which relief is granted to him by the Court.

Director, Officer not responsible for acts of others.

201. Subject to the provisions of section 201 of the Act, no Director, Auditor or other Officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damages arising from the insolvency or tortuous act of any person, firm or company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part or for any other loss, damage, or misfortune whatever which shall happen in relation to execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

SECRECY CLAUSE

Secrecy Clause. No member to

202. Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required, by the Director, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions, in these presents contained.

203. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director or to require discovery of or any information respecting any detail of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Director, it would be inexpedient in the interest of the Company to disclose.

No member to enter the premises of the Company without permission

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

S. No.	Names, addresses, description & occupation of subscribers.	Number of shares taken by each subscriber (in words & figures)	Signature, name, address, description & occupation of witness.
1	<p>Chandrashekar Seshadri Iyer Managing Director, The Madhya Pradesh State Agro-Ind. Dev. Corp. Ltd. Bhopal</p> <p><i>Wys</i></p>	<p>10 Nos. (Ten) shares equity</p>	<p>Chakravarti Khan Sales Manager The M.P. State Agro Ind. Dev. Corp. Ltd. New Market, T.T. Nagar Bhopal.</p> <p><i>[Signature]</i></p>
2	<p>Bhem Shanker Parasi, Director of Agriculture M.P., Bhopal P.S. Parasi.</p>	<p>10 Nos. (Ten) shares equity</p>	<p>Tekchand Kotwani, Asst. Secretary, The M.P. State Agro-Indus-tries Dev. Corp. Ltd. New Market, T.T. Nagar, BHOPAL</p> <p><i>[Signature]</i></p>
3	<p>Naranda Singh Deso Chairman, The Madhya Pradesh State Agro-Ind. Dev. Corp. Ltd. Bhopal.</p> <p><i>[Signature]</i></p>	<p>10 (Ten) shares equity</p>	<p>P.L. Banker Asst. Accounts officer The M.P. State Agro Ind. Dev. Corp. Ltd. Bhopal.</p> <p><i>[Signature]</i></p>
Total of 3		30 (thirty)	

S/o Shri H. S. Seshadri Iyer

S/o Shri Hanita Prasad Parasi

S/o Shri Hovan Singh Deso

2

4-12-1975

Permanent

64 50 (Minda) Equity

4/12/75

S. No. 4/12/75

S/o Shri Chandralal

S. No.	Names, addresses, description & occupation of subscribers.	Number of shares taken by each Subscriber (in words & figures)	Signature, name, address, description & occupation of witness.
	Tara Chandra Secretary, The Madhya Pradesh State Agro-Industrial Development Corp. Ltd. Bhopal.	1 (Ten) Equity Shares	Avinagh Bais Public Relations officer The M.P. State Agro Industries Development Corporation Ltd Bhopal. Avinagh Bais
5.	Shri Devappa Baba Kotian 31 'Nisani' Bhulabhai Desai Road, Bombay 400026 Son of late Shri Atwar Babu Director, The Dharamsi Moraji Chemical Co. Ltd.	Sixteen (16) Equity Shares	Jyotika (JINESH GATULAL MEHTA) 10, Puspendra Mansion, 10, Phirozshah Street, Santacruz (west) Bombay 400054
6.	Shri J. H. Thakkar Jaysinh Lakshmidas Thakkar 42, Vaidya, Altmont Rd., Bombay 400026, Son of Shri Lakshmidas Haridas Thakkar Director, The Dharamsi Moraji Chemical Co. Ltd.	Sixteen (16) Equity Shares	Son of Shri Gatulal Fulechand Mehta Company Secretary. Secured witness to registration of subscribers at S.N. 5+6 S. S. Sirodia c/o Shri. H. Sirodia c/o Mathura H. Na. Bangle, Arya Nagar, Moraj, E. India
7.	For and on behalf of The Dharamsi Moraji Chemical Co. Ltd. Jyotika (JINESH GATULAL MEHTA) S/o Gatulal Mehta duly constituted attorney Prospect chambers 317/21 Dr. Dadabhai Naoroji Road,	Six (6) Equity Shares	Abhaya S. Ramachandran (A. S. RAMACHANDRAN) No. 8 ABHILASHA off Dr. Rajendra Prasad Road Malund (west), Bombay. 400080. Son of Shri Late Shri Palla Sona Amantaram Subramanian. S.A.R.M.C.
Total		78 (Seventy eight)	

Dated this

27th

day of

November

1975

* Fort, Bombay 400001

A limited company chemical & Fertiliser Mfgs.

Authorized Representative and Subscribed.

Tara Chandra
(TARA CHANDRA)