
**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
ANDHRA CEMENTS LIMITED**



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON
CHANGE OF NAME

COMPANY NUMBER : 01-2379

IN THE MATTER OF THE ANDHRA CEMENT COMPANY LIMITED

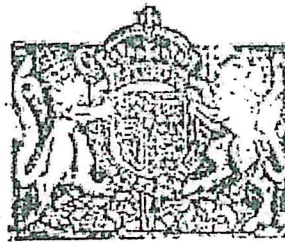
I hereby certify that THE ANDHRA CEMENT COMPANY LIMITED

which was originally incorporated on 9th day of December, 1936 under
the Companies Act, and under the name The Andhra Cement Company
having duly passed the necessary resolution in terms of the Central Government
signified in writing having been accorded thereto in the DEPARTMENT OF
COMPANY AFFAIRS, Office of the Registrar of Companies, Andhra Pradesh,
Hyderabad. Letter No. RAF/STA/2379/Sec.21/90 dated 24th
day of December, 1990 the name of the said company is this day
changed to ANDHRA CEMENTS LIMITED and this certificate is issued
pursuant to section 23 (1) of the said Act.

Given under my hand at HYDERABAD this 24th day of December
(One thousand nine hundred and Ninety..)

R Vasudevan
(R. VASUDEVAN)
REGISTRAR OF COMPANIES
Andhra Pradesh

Certificate for Commencement of Business.



(Pursuant to section 103(2) of the Indian Companies Act, 1913)

I here by certify that the ANDHRA CEMENT COMPANY LIMITED
which was incorporated under the Indian Companies Act, 1913 on
the NINTH day of DECEMBER 1936 and which has this day
filed a duly verified declaration in the prescribed form that the
condition of section 103(i) (a) to (d) of the said Act, have been com-
plied with is entitled to commence business.

Given under my hand at VIZAGAPATNAM this
FIFTH day of FEBRUARY one thousand nine hundred and
THIRTY SEVEN.

REGISTRAR
Registrar of Joint Stock Companies.

Certificate of Incorporation

No. 4 of 1936 - 1937.

I hereby Certify that **"THE ANDHRA CEMENT COMPANY LIMITED"** is this day incorporated under the Indian Companies Act, VII of 1913, and that the Company is Limited.

Given under my hand at **Vizagapatam** this **9th** day of **December** One thousand nine hundred and **Thirtysix**.



(Sd)

Asst. Registrar of Joint Stock Companies

(TRUE COPY)

MEMORANDUM OF ASSOCIATION
OF
ANDHRA CEMENTS LIMITED

- I. The name of the Company is “Andhra Cements Limited” (Pursuant to Special Resolution passed at the AGM held on 15.12.1990)
- II. The registered Office of the Company will be in the State of Andhra Pradesh (Modified as per order of the Company Law Board dated 9-7-1978 in Company petition No.9/17/SRB/78)
- III. The objects of the Company are :-
 - (1) “To manufacture cement, sponge iron, pig iron, steel and allied products and market the same.”
 - (2) “To buy and sell, limestone, lime and ore.”
 - (3) “To sell and deal in cement, sponge iron, pig iron, steel and allied products either manufactured by the Company or other Companies.”
 - (4) “To lay roads, tramways, or light railways for the purpose of carrying raw materials, cement, sponge iron, pig iron, steel and allied products manufactured from and to the nearest railway station generally and also to carry passengers and other loads at the rates to be decided according to circumstances, to run boats either driven by stream or oil engines for carrying raw materials, cement, sponge iron, pig iron, steel or allied products to the nearest railway station.”

- (5) To carry on any other business or concern whether manufacturing or otherwise which in the opinion of the Company, is directly or indirectly likely to advance or promote the interests of the Company.
- (6) Generally to purchase, take on lease or in exchange, or otherwise acquire any movable or immovable properties and any rights or concessions, which the Company may consider necessary or desirable as per terms to be agreed upon.
- (7) To promote or form any Company or Companies for any purpose which may seem of advantage to this Company and to transfer all or any of the property, rights and liabilities of the Company to that Company.
- (8) To apply for, purchase or otherwise acquire patents, rights, privileges, licenses, concessions and the like which, in the opinion of the Company, are conducive to the attainment of its objects or to enhance the value of its undertaking.
- (9) To purchase, acquire or otherwise hold shares, debentures or other interest in any Company or Corporation where such purchasing or acquiring is likely to be directly or indirectly of advantage to this Company.
- (10) To invest and deal with the moneys of the Company not immediately required for the business of the Company in such manner as from time to time may be thought advisable.
- (11) To borrow or raise money for the performance or discharge of any obligation or liability of the Company and for any other purpose; to create, execute, grant or issue any mortgages, debentures, debenture stock, bonds or other obligations of the Company either at par, premium or discount and either redeemable, irredeemable founded or based upon all or any of the property and right of the Company, present or future, including its uncalled Capital and upon such terms as the Company shall think fit and to purchase, redeem, or pay off all or any such securities.
- (12) To sell, dispose, transfer, exchange, lease, mortgage or otherwise deal with all the business, undertakings, properties, or rights of the Company or any part of them for any consideration which the Company may deem fit to accept.
- (13) To draw, accept, endorse, negotiate promissory notes, bills of exchange, hundies or other negotiable instruments.
- (14) To amalgamate with or dispose or exchange any of the business, undertakings, properties or rights of the Company in consideration of shares, debentures or securities of and to enter into any agreement or arrangement for joint working in business or for sharing of profits in any other Company if such is advantageous to this Company.
- (15) To distribute any of the assets of the Company among the member.
 - (15-A) To provide for the welfare of the employees or ex-employees of the Company and the wives, widows and families of such persons by building contributing to the building of houses, dwellings or chawls, or by grants of money, pensions allowances, bonus or other payments or by creating and from time to time

subscribing or contributing to Provident or other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instruction and recreation hospitals and dispensaries, medical and other assistance as the Company shall think fit.

(15-B) To subscribe or contribute or otherwise to assist or to pay money to charitable, benevolent, religious, educational, or scientific institutions and objects which shall have any moral or other claim to aid by the Company.

(15-C) To subscribe or to contribute or to pay money to any political parties or to any individual or individuals or body or bodies for any political purpose.

(16) To do all or any of the above things either as principals, agents, trustees, contractors, or otherwise and either alone or in conjunction with others and either by or through agents, contractors, trustees or otherwise.

IV. The liability of the members is limited.

V. The Authorized Share capital of the Company is Rs.450,00,00,000/- (Rupees Four Hundred and Fifty Crores) divided into 40,00,00,000 Equity Shares of Rs. 10/- each and 50,00,000 Cumulative Redeemable Preference Shares of Rs.100/- each.

(i) The Cumulative Redeemable Preference shares shall carry a right to cumulative preferential dividend in relation to the capital paid-up on them.

(ii) The holders of the said shares shall have a right to attend General Meeting of the Company and vote on resolutions directly affecting their interest and on all resolutions at every meeting of the Company where the dividends in respect thereof are in arrears for not less than two years preceding the date of the meeting.

(iii) In a winding up, the holders of the said shares shall be entitled to a preferential right to receive the amount paid-up on the shares together with arrears of cumulative preference dividend due on the date of winding up, but shall not have any further right or claim over the surplus assets of the Company.

The Equity Shares shall ran pari passu in all respects with the existing equity shares of the Company.
(AS AMENDED VIDE ORDINARY RESOLUTION PASSED AT AGM HELD ON 25.08.2009)

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 respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names: -

Sl. No.	Names, addresses and descriptions of Subscribers	No.of Shares taken by each subscriber		Witnesses to the respective Signature
		Preference	Ordinary	
1.	C.V.S.Narasimharaju, Landholder, Etikoppaka, Vizagapatnam District	25	25	Ch.Suryanarayana
2.	Mootha Sarvarayudu, Vice - Chairman, Banker, Cocanada	-	50	
3.	Tenneti Viswanatham, Advocate, Vizagapatnam	15	35	
4.	K.Nageswararow, M.L.A., Landholder, Madras.	5	5	W. Lakshmanarow D.L.Narasimharaju W. Lakshmanarow
5.	T.Venkateswararow, Advocate, Bezwada	—	50	
6.	N.Venkatarangarow, Zamindar of Munagala Nadigadem, Krishna Dist	—	50	
7.	D.S.Prasad, Zamindar of Jayantipuram, Jaggayyapeta P.O., Krishna Dist.	—	50	
8.	K.Ramabrahmam, Merchant, Vizagapatnam	25	25	Ch. Ganeswararow
9.	D.L.Narasimharaju, Managing Director Andhra Engineering Co. Ltd. Vizagapatnam	—	400	
10.	S.V.D.Varma Maharajah of Jeypore, Waltair.	10	—	K.S.Viswanadham
11.	R.Suryarow, Landholder, Vizagapatnam	25	25	R.Sesharow
12.	V.Durgarow, Merchant, Vizagapatnam	—	5	K.Satyanandam
	TOTAL	105	720	

Dated the 9th day of December, 1936

ARTICLES OF ASSOCIATION
OF
ANDHRA CEMENTS LIMITED
(Pursuant to Special Resolution of the Annual General Meeting
of the Company held on 15th December, 1990)

PRELIMINARY

Andhra Cements Limited is a Company established with limited liability (and Limited by Shares) in accordance with and subject to the provisions of the Indian Companies Act, 1913, as amended from time to time.

(Pursuant to Special Resolution passed at AGM held on 15.12.1990)

CONSTITUTION OF THE COMPANY

1. “The Act”, or “the said Act” means “the Companies Act, 1956 and/ or “the Companies Act, 2013, as applicable, and shall include any statutory modifications, amendments, thereof, as may be applicable

(AS AMENDED VIDE SPECIAL RESOLUTION PASSED AT AGM HELD ON 27.09.2018)

INTERPRETATION

2. In these articles, unless there is any thing repugnant in the subject or context:
- (i) "The Act" means the Companies Act, 1956, or any statutory modification thereof.
 - (ii) "Section " means a Section of the Companies Act, 1956.
 - (iii) "The Company" means "ANDHRA CEMENTS LIMITED".
 - (iv) "The Office" means the registered office for the time being of the Company.
 - (v) "Shareholders" or "Members" means the persons duly registered in the register from time to time as holders of shares of any class in the capital of the Company, but does not include a bearer of share warrant of the Company issued in pursuance of Section 114.
 - (vi) "The Register" or "The Register of Members" means the register of Company's members kept pursuant to Section 150(1) of the Companies Act, 1956.
 - (vii) "The Register" means the Registrar of Companies with whom the Company is registered for the time being, under Section 2 (40) of the Act.
 - (viii) "Year" and "Month" mean year and month according to the English Calender.
 - (ix) "In writing" or "Written includes printing, lithography and typewriting, and "Signature" includes initials, thumb mark or other marking capable of identification.
 - (x) "Ordinary Resolutions", "Special Resolutions" and "Resolutions requiring Special Notice" shall have the meanings assigned thereto respectively by the Act.
 - (xi) "Meeting" or "General Meeting" means a meeting of the members.
 - (xii) "Annual General Meeting" means a General Meeting of the members held in accordance with the provisions of Section 166 of the Act.
 - (xiii) "Auditors" or "Cost Auditors" means and includes those persons appointed as such for the time being by the Company.
 - (xiv) "The Directors" mean the Directors for the time being of the Company and includes any person occupying the position of Director by whatever name called.
 - (xv) "The Board" or "The Board of Directors" means a meeting of the Directors duly called and constituted, or, as the case may be, the Directors assembled at a Board Meeting, or the requisite number of Directors entitled to pass a circular resolution in accordance with the Articles or the Directors of the Company collectively.
 - (xvi) "The Managing Director" or "Joint Managing Director" or Technical, Executive or Administrative Directors, means the Managing Director, Joint Managing Director or the Technical, Executive or Administrative Director for the time being of the Company.

(xvii) "Dividend" includes bonus.

(xviii) "Seal means the Common Seal for the time being of the Company."

(xix) "Equity Share Capital" means all share capital other than Preference Share Capital.

(xx) "Paid -up" shall include "Credited as paid-up."

(xxi) "Financial Year means, in relation to the Company, the period in respect of which any Profit and Loss Account of the Company laid before it in Annual General Meeting is made up, whether that period is a year or not as per Section 2 (17) of the Act.

(xxii) These "presents" or these "Articles" or these "Regulations" mean these Articles of Association of the Company as they may stand or altered from time to time and includes the Memorandum where the context so requires. Words importing the masculine gender shall include the feminine. Words importing the singular shall include the plural and vice versa. Words importing persons shall include Associations, Corporations, Companies, as well as individuals.

2A. In case of any conflict / contradiction between the provisions in these Articles and the provisions of the Companies Act, 2013, the provisions of the Companies Act, 2013 shall apply. Further, in respect of such matters as are provided in Table F of Schedule 1 to the Companies Act, 2013 but in respect whereof no provision has been made in these Articles, the provisions contained in Table F shall apply, and

2B. Where ever in the Companies Act, 2013, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of the Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority to carry out such transaction(s) as have been permitted by the Companies Act, 2013, without there being any separate/specific article in that behalf herein provided.

3. Copies of the Memorandum and Articles of Association and other documents mentioned in Section 39 of the Act shall be furnished by the Company to any member at his request within seven days of the requirement subject to the payment of a fee of Rupee one.

4. (i) The Company shall not buy its own shares unless the consequent reduction of capital is effected and sanctioned as required by the Act.

(ii) The Company shall not give, whether 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. Provided that nothing in this clause shall be deemed to prohibit:

(a) The provision by the Company, in accordance with a scheme for the time being in force, of money for the purchase of, or subscription for fully paid shares in the

Company, being a purchase or subscription by trustees of or for shares to be held by or for the benefit of employees of the Company, including any Director holding a salaried office or employment in the Company; or

(b) The making by the Company of loans, within the limits laid down in clause (iii), to persons (other than Directors, or Managers) bonafide in the employment of the Company, with a view to enable those persons to purchase or subscribe for fully paid shares in the Company to be held by themselves by way of beneficial ownership.

(iii) No loan made to any person in pursuance of sub-clause (b) of clause(ii) shall exceed in amount his salary or wages at that time for a period of six months.

(5). The Authorized Share capital of the Company is Rs.450,00,00,000/- (Rupees Four Hundred and Fifty Crores) divided into 40,00,00,000 Equity Shares of Rs. 10/- each and 50,00,000 Cumulative Redeemable Preference Shares of Rs.100/- each.

(i) The Cumulative Redeemable Preference shares shall carry a right to cumulative preferential dividend in relation to the capital paid-up on them.

(ii) The holders of the said shares shall have a right to attend General Meeting of the Company and vote on resolutions directly affecting their interest and on all resolutions at every meeting of the Company where the dividends in respect thereof are in arrears for not less than two years preceding the date of the meeting.

(iii) In a winding up, the holders of the said shares shall be entitled to a preferential right to receive the amount paid-up on the shares together with arrears of cumulative preference dividend due on the date of winding up, but shall not have any further right or claim over the surplus assets of the Company.

The Equity Shares shall rank pari passu in all respects with the existing equity shares of the Company.

(AS AMENDED VIDE SPECIAL RESOLUTION PASSED AT AGM HELD ON 25.08.2009)

6. Subject to the other provisions of these articles 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 either at premium or at par and at such times as the Directors think fit, and with full power to give to any person the call of any share either at par or at premium, during such time, and for such consideration as the Directors think fit.

7. Subject to Section 76 and in particular Section 76(4) (A), the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe,(whether absolutely or conditionally) for any shares of the Company, its debentures or debenture stock or procuring or agreeing to procure subscription for shares, any debentures or for debenture stock of the Company but so that if the commission in respect of shares shall be paid or payable out of the Capital the statutory conditions and requirements shall be observed and complied with and

the amount or rate of commission shall not exceed 5% of the issue price of the shares and 2½% of the issued price of debentures or debenture stock in each case, subscribed or to be subscribed. The commission may be paid or satisfied in cash or in shares, debentures or debenture stock.

8. The Company may also pay a reasonable sum for brokerage on any issue of shares.
9. Where the Directors propose to increase the Subscribed Capital of the Company within the limits of the Authorized Capital by the issue of further shares, unless the Company in General Meeting shall have decided by a Special Resolution upon the creating of such shares on other terms, all new shares shall, before issue be offered to such 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 on those shares at that date. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted will be deemed to be declined and after the expiry of such time or on receipt of an intimation from the member to whom such notice be given that he declines to accept the shares offered, the Directors may dispose of the shares declined or deemed to be declined in such manner as they think most beneficial to the Company.
10. As regards allotments made from time to time, the Company shall duly comply with the provisions of Section 75 of the Act.
11. The joint holders of a share shall be severally as well jointly liable for the payment of all installments and calls due in respect of such shares.
12. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any shares as the absolute owner thereof and accordingly the Company shall not, except as ordered by a Court of competent jurisdiction or as required by law, be bound by or to recognize any trust, benami or equitable or other claim to or interest in such share on the part of any other person or any interest in any fractional part of a share whether or not it shall have express or other notice thereof.
13. If at any time the share 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 of 106 and 107 of the Act, and whether or not the Company is being wound up, be varied, modified, abrogated or dealt with, with the consent in writing of the holders of not less than threefourths of the issued shares of that Class, or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class and all the provisions contained in these Articles as to General Meeting (Including the provisions relating to quorum at such meetings) shall mutatis mutandis apply to every such meeting.

SHARE CERTIFICATES

14. (i) The certificates of title to shares shall be issued under the Seal of the Company which shall be affixed in the presence of and signed by two Directors or persons acting on behalf of the Directors under a duly registered Power of Attorney; and

- (ii) The Secretary or some other person appointed by the Board for the purpose. Provided that at least one of the aforesaid two Directors shall be a person other than Managing Director or Whole-time Director. A Director may sign a share certificate fixing his signature thereon by means of any machine equipment or other mechanical means, such as engraving in metal or lithography, provided always that notwithstanding anything contained in these Articles the Certificate of title to shares may be executed and issued in accordance with such other provisions of the Act or the Rules made there under, as may be in force for the time being and from time to time.
15. The Company shall within three months after the allotment of any of its shares or debentures and within two months after the application for the registration of the transfer of any such shares or debentures complete and have ready for delivery the certificates of all shares and debentures allotted or transferred unless the conditions of the shares or debentures otherwise provide and the Company shall otherwise comply with the requirements of Section 113 and other applicable provisions, if any, of the Act.
16. Every member shall, without payment, be entitled in the first instance to a certificate each in market lots as far as possible for the shares held by him where the number of shares held is not less than a market lot and where the number of shares held is less than a market lot, to a single certificate for the total number of shares held specifying the number of shares held by him and the amount paid thereon.
17. If any certificate be worn out, defaced torn or otherwise rendered useless or difficult of handling or if the cages on the reverse of a certificate for recording transfers have been fully utilized, then, upon production thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof free of charge. If any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.
18. No fee shall be charged for registration or transfers, for sub-division and/or consolidation of share certificates into market units of trading and for sub-division of letters of allotment and split, consolidation renewal and pucca transfer receipts into denominations corresponding to the market units of trading.
19. In respect of a share or shares registered in the joint names of two or more persons the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to the person first named on the register shall be sufficient delivery to all.
20. Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Managing Director or Executive or Technical or Administrative Director, or by some other person for the time being duly authorized by the Directors in that behalf. In case any transferee of a share applies for a new certificate thereof in lieu of the old or existing certificate, he shall be entitled to receive a new certificate on payment by him of a sum of Rupee one for every such certificate of the shares in respect of which the said transfer has been applied for and upon his delivering up to be cancelled every old or existing certificate which is to be replaced by a new

one. The Directors may in their discretion waive payment of such fee in the case of any certificate or certificate.

CALLS

21. The Directors may, from time to time, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and each member shall pay the amount of every call so made on him to the Company at the time and place appointed by the Directors. A call shall be deemed to have been made when the resolution of the Directors authorizing such call was passed and may be required to be paid by installments.
22. Not less than one month's notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the directors may, by notice in writing to the member, extend the time for payment thereof.
23. If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installments shall, when due, subject to the provisions of Clause 24 of the Articles, 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 representative.
24. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed times whether on account of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice had been given and all the provisions herein contained in respect of calls relate to such amount or installment accordingly.
25. Neither a judgment nor decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principle or interest nor nay indulgence granted by the company in respect of the payment of any money shall preclude the forfeiture of such shares as herein provided.
26. On the trial or hearing of any action or suit brought by the Company against any member or his representatives to recover any debt or money claimed to be due the Company in respect of his shares, it shall be sufficient to prove that the name of the member is or was, when the claim arose, on the Register of Members as a holder, or one of the holders of the number of shares in respect of which such claim is made, that the resolution making the calls is duly recorded in the Minutes Book and that the amount claimed is not entered as paid in the books of the Company, and it shall not be necessary to prove that appointment of the Directors who made any call, nor that a quorum of Directors was present at the meeting at which any call was made nor that such meeting was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

27. If the sum payable in respect of any call or installment be not paid on before the day appointed for the payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the installment shall be due, shall be liable to pay interest for the same at the rate of 12% per annum, or at such lower rate as the Directors may determine, from the day appointed for the payment thereof to the time of actual payment, but they shall have power to waive the payment of interest wholly or in part.
28. The Directors may, if they think fit receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called for; and upon the money so paid in advance or so much thereof as from time to time exceed the amount of the calls then made upon the shares in respect of which such advance has been made the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon, but not exceeding 12% per annum, unless the Company in General meeting otherwise direct. Money so paid in excess of the amount of call, shall not rank for "dividends" or participation in the profits of the Company"(vide resolution passed on 20th June 1979) and until appropriated towards satisfaction of any calls, shall be treated as a loan to the Company and not as part of its capital and shall be repayable, after giving such notice as may be agreed upon by the member and the Directors, at any time if the directors so decide.

JOINT HOLDERS OF SHARES

29. Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the provisions following and to the other provisions of these Articles relating to Joint- holders:
- (a) The Company shall not be bound to register more than four persons as the Joint-holders of any share. If any share stands in the name of two or more persons, the persons first named in the Register of Members, shall, as regards payment of dividend or bonus or service of notices and all or any other matters connected with the Company, except voting at meetings of the Company, be treated as holder of the share.
 - (b) The Joint- holders of a share shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such a share, and all other incidents thereof according to the provisions of these Articles.
 - (c) On the death of any one of such Joint-holders the survivor or survivors shall be the only person or persons recognized by the Company as having any title or interest in such share but the Company may require such evidence of death as they may deem fit.
 - (d) Only the person whose name stands first in the Register of Members as one of the Joint-holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in Article 192) from the Company and any documents served on or sent to such person shall be deemed service on all the Joint-holders.

LIEN

30. “ The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of the sale thereof for all moneys (whether presently payable or not) called or payable at fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that Articles 12 thereof will have full effect. And such lien shall extend to all dividends bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of transfer of shares shall operate as a waiver of the Company’s lien if any on such shares. The Directors may at any time declare any shares wholly or in part to be exempt from the provisions of this clause”.

(AMENDED BY A SPECIAL RESOLUTION passed ON 20th JUNE 1979)

31. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto, in such manner as they think fit; but no sales shall be made until such period as aforesaid shall have arrived, unless the sum in respect of which the lien exists is presently payable, and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or other legal representatives as the case may be, and default shall have been made by him or by them in the payment, fulfillment or discharge of such debts, liabilities, or engagement of such member for 14 days after the date of such notice. The net proceeds of such sales after payment of the cost of such sale shall be applied in or towards satisfaction of the debts, liabilities or the engagements of such member to or with the Company and the residue, if any, shall be paid to such member, his executors, administrators or other legal representatives, as the case may be.
32. To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof, and the Directors may cause the purchaser’s name to enter in the Register in respect of the shares so sold and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money; and after his name has been entered in the Register in respect of such shares the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only, and against the Company exclusively. Upon any such sale as aforesaid, the certificate in respect of the shares sold shall 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 lieu thereof to the purchaser or purchasers concerned.

FORFEITURE OF SHARES

33. If any member fails to pay any call, or installment on or before the day appointed for payment of the sum, the Directors may at any time thereafter, during such time as any part of the call or installment any portion thereof remain unpaid serve a notice on such member requiring him to pay the same together with any interest which may have accrued and that all expenses that may have been incurred by the Company by reason of such non-payment.

34. The notice shall name a day (not earlier than the expiration of 14 days from the date of service of the notice) and a place or places on and at which such call or installment the balance thereof and such interest and expenses as aforesaid are to be paid. The notice shall also state that, in the event of non-payment on or before the day so named and at the place appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.
35. If the requisitions of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may, at any time there after, before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Directors, to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
36. When any share shall have been so forfeited notice of resolution 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 forth-with be made in the Register. But no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
37. A forfeited share shall be deemed to be the property of the Company and the Directors may sell, reallocate and otherwise dispose of the same in such manner as they think fit.
38. The Directors may at any time before any shares so forfeited shall have been sold, reallocated or otherwise disposed off annually the forfeiture thereof upon such conditions as they think fit.
39. Any member whose shares have been forfeited shall cease to be a member in respect of the forfeited shares; but shall nevertheless remain liable to pay to the Company all moneys which at the date of forfeiture, were presently payable by him to the Company in respect of the shares together with interest at 12% per annum whether such claim be barred by limitation on the date of the forfeiture or not; but the liability of such person shall cease if and when the Company shall have received payment in full of all moneys due in respect of such shares.
40. A Certificate in writing under the hand of Managing Directors, or Technical, Executive or Administrative Director, or Secretary or a person authorized by the Board in this behalf, that the call in respect of a share was made, and notice thereof given and that default in payment of the call was made, and that the forfeiture of the share was made by a resolution of the Directors to that effect, shall be conclusive evidence of the fact stated therein as against all persons entitled to such share.
41. The provisions of these regulations as to forfeiture shall apply in the case of non payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, or otherwise as if the same had been payable by virtue of a call duly made and notified.
42. Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him either alone or jointly with any other person to the Company in respect of calls or otherwise.

TRANSFER AND TRANSMISSION OF SHARES

43. The Company shall keep a book called the “Register of Transfers” and therein shall be entered the particulars of every transfer or transmission of any share in the Company.
44. The instrument of transfer of any share in the Company shall be executed both by or on behalf of the transferor and the transferee, and the transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof. In the case of shares held jointly and in the case where shares have been transferred to more than one person jointly the transfer deed shall be signed by all of the said joint holders or by all the transferees as the case may be.
 - a) The instrument of transfer shall be in writing and shall be in the form prescribed by Section 108 (1A) of the Act.
 - b) In the case of any share registered in any register maintained outside India instrument of transfer shall be in a form recognized by law.
45. No transfer shall be made to a minor or a person of unsound mind, except through a guardian, who shall be personally liable to the Company for all dues in respect of such shares, and except with the approval of the Board.
46. No instrument of transfer shall be recognized by the Board unless:
 - a) The instrument of transfer is in the prescribed form and complies with all the formalities prescribed under Section 108 (1A) of the Act.
 - b) The instrument of transfer is accompanied by the certificate of shares to which it relates and such other evidence as the Board may reasonably require to approve the title of the transferor to make the transfer.
 - c) The instrument of transfer is in respect of only one class of shares.
47. The Company shall not charge any fee on the registration of any probate, letters of administration, certificate of death or marriage, power of attorney, or other instruments.
48. The transfer books and the Register of Members and debenture holders may be closed during such time as the Directors think fit not exceeding on the whole 45 days in any year, but not exceeding 30 days at a time, after giving not less than 7 days notice by advertisement in some newspaper circulating in the district in which the registered office is situated.
49. Application for the registration of the transfer of a share may be made either by the transferor or the transferee provided that where such application is made by transferor, no registration shall in the case of partly paid shares be effected, unless the Company gives notice of the application to the transferee in the manner prescribed by the Act and these regulations; and unless objection is made by the transferee within two weeks from the date of receipt of the notice the Company may enter in the Register of Members, the name of transferee in the same manner and subject

to the same conditions as if the application for registration was made by the transferee. The transferor shall be deemed to be the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

50. Before registering any transfer tendered for registration, the Company may give notice by letter posted in the ordinary course to the registered holder that such transfer application has been lodged and that unless objection is taken the transfer will be registered and if such registered holder fails to lodge an objection in writing at the office of the Company within 7 days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer. Where no notice is received by the registered holder, it shall be deemed that the Company has decided not to give any notice; and in any event the non-receipt by the registered holder of any notice shall not entitle him to make any claim of any kind against the Company in respect of such non-receipt.
51. The Company shall not register a transfer of shares in the Company unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where an application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.
52. Subject to the provisions of Section III of the Act or any statutory modification thereof for the time being in force the Directors may, at their own absolute and uncontrolled discretion and without assigning any reason decline to register or acknowledge any transfer of shares and in particular may so decline in any case in which the Company has a lien upon the shares or any of them or whilst in respect of the shares desired to be transferred or any of them remain 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 a transfer shall be conclusive evidence of the approval by 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 a lien on the shares”.

(VIDE SPECIAL RESOLUTION PASSED ON 20TH JUNE 1979)

53. 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.

54. The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. The directors may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.
55. The Company shall incur no liability or responsibility whatever in consequence of the Directors registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (shown or appearing in the Register) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares, notwithstanding that the company may have had notice or such equitable right, title or interest to or in the same shares, 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 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 to do so, though it may have been entered or referred to in the books of the Company; but the Company shall, nevertheless, be at liberty to have regard to and attend to any such notice and give effect thereto, if the Board of Directors shall so think fit.
56. In the case of the death of a member, the survivors, or survivor, where the deceased was a joint holder or the Manager or Kartha of a Hindu Joint Family, shall be the only persons recognized by the Company as having any title to his shares but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.
57. Any person becoming entitled to a share in consequence of the death or insolvency of any member may, upon producing such evidence of title as the Directors shall require, with the consent of the Directors, be registered himself as a holder of the share on payment of fee of Rupee one or, subject to the provisions as to transfers herein contained, transfer the same to some other person.
58. A person entitled to a share by transmission shall be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share but he shall not be entitled in respect of it to receive notices of, or to attend and vote at meetings of the company or save as aforesaid to exercise any of the rights or privileges of a member, unless and until he shall have become a member in respect of the share.
59. 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 shares or his nominee as if he were transferee named in an ordinary transfer presented for registration.

CONVERSION OF SHARES INTO STOCK, ETC.,

60. The Directors, with the sanction of an Ordinary resolution of the Company in general meeting, may convert any paid up shares into stock and reconvert any stock into paid-up shares of any denomination. When any shares have been converted into stock, the several holders of such stock may, henceforth transfer their respective interests therein or any part of such interest, in the same manner and subject to the same regulations and subject to which fully paid-up shares in the Company's capital may be transferred, or as near thereto as circumstances will admit.

But the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a rupee shall not be dealt with, but with power, nevertheless at their discretion to waive such rules in any particular case.

61. The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company and for the purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none such privileges or advantages, except the participation in profits of the Company on a winding-up, shall be conferred by any such adequated part of stock as would not, if existing in shares, have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares.

ALTERATION OF CAPITAL

62. The Company may from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
63. (1) The Company may, by ordinary resolution.
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum subject, nevertheless, to the provision of clause (d) of sub section (1) of Section 94.
 - (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.
- (2) The resolution whereby any share is sub-divided may determine, subject to the provisions of the Act, that, as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.
64. The Company may, by special resolution, reduce in any manner and with, and subject to any incident authorized and consent required by law:
- (a) its share capital;
 - (b) any capital redemption reserve fund; or
 - (c) any share premium account.
65. Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company then issued and subject to the condition that the issue will consist of only two kinds of shares, viz., Equity Shares and Preference Shares, any share in the Company may be issued upon such terms and conditions and with such rights and privileges attached

thereto as the General Meeting resolving upon the creation thereof shall direct and if no direction be given, as the Board shall determine and in particular such shares may be issued with a preferential or equity right to dividends and/or in the distribution of assets of the Company, but subject to the provisions of the Act.

- 65A. The Board shall have the right to issue shares/securities/other financial instruments including convertible warrants, preference shares, debentures (convertible/non-convertible), etc on preferential basis or otherwise subject to the compliance of applicable rules, regulations and statutory provisions prescribed in this regard from time to time
- 65B. In addition to and without derogating from the powers for that purpose conferred on the Board under these Articles the Company in General Meeting, subject to the provisions of the Act and the Regulations framed by the Securities and Exchange Board of India (SEBI) and/or any other Statutory Authority may determine that any shares/securities/other financial instruments including convertible warrants, preference shares, debentures (convertible/non-convertible), etc (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members, holders of debentures of the Company or not) in such proportions and on such terms and conditions and either at a premium or at par, or at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting or the Company in General Meeting may make any other provisions whatsoever for the issue, allotment or disposal of any shares.
- 65C. The rights attached to each class of shares (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting, the provisions of these Articles relating to General Meetings shall mutatis mutandis apply, except that the necessary quorum shall be five persons at least holding or representing by proxy one-tenth of the issued shares of that shares.
- 65D. The rights conferred upon the holders of the shares/securities/other financial instruments including convertible warrants, preference shares, debentures (convertible/non-convertible), etc of any class issued with preferred or other rights shall not, unless otherwise expressly provided for by the terms of issue of the shares/securities/other financial instruments including convertible warrants, preference shares, debentures (convertible/non-convertible), etc of that class, be deemed to be varied by the creation or issue of further shares/securities/other financial instruments including convertible warrants, preference shares, debentures (convertible/non-convertible), etc ranking pari passu therewith

(New Articles 65A to 65D inserted at AGM held on 25.08.2009)

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

67. (1) Before the issue of any new shares, the Company in General Meeting may make provision as to the allotment and issue of the new shares and in particular may determine to whom the same shall be offered in the first instance and whether at par or at a premium, or, subject to the provisions of Section 79 of the Act, at a discount; in default of any such provision, or so far as the same shall not extend, the new shares may, subject to Section 81 of the Act, be dealt with as if they formed part of the shares in the original capital and the provisions of Article 6 shall then apply.
- (2) As regards shares issued at a premium the provisions of Section 78 of the Act shall be complied with.
68. If owing to any inequality in the number of new shares to be issued and the number of shares held by members entitled to have the offer of such new shares, any difficulty shall arise in the apportionment of such new shares or any of them amongst the members, such difficulty shall in the absence of any direction in the resolution creating the shares or by the Company in General Meeting, be determined by the Board.

BORROWING POWERS

69. Subject to Sections 292 and 293 (1) (d) of the Act, the Directors may, from time to time, at their discretion raise or borrow, or secure the repayment of any sum or sums of money for the purpose of the Company at such time, and in such manner and upon such terms and conditions in all respects as they think fit and in particular, by promissory note or by opening current accounts or by receiving deposits and advances, with or without security, or by the issue of bonds, perpetual or redeemable 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, or by mortgaging or charging or pledging any lands, buildings, goods or other property and securities of the Company or by such other means as may seem expedient to them.
70. Such debentures, debenture stock, bonds or other securities may be made assignable free from, any equities between the Company and the person to whom the same may be issued.
71. Any such debenture stock bonds or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings allotment of shares, attending the General Meeting of the Company, appointment of Directors and otherwise. Provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
72. The Directors shall cause proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company; and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified and otherwise.
73. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may, by instrument under the Company's Seal authorize the person in

whose favour such mortgage or security is executed or any other person in trust for him, to make calls on the members in respect of such uncalled capital and the provision herein before contained in regard to calls shall, mutatis mutandis, apply to calls made under such authority, and such authority may be made exercisable either conditionally or unconditionally, and either presently or contingently, and either to the exclusion of Directors powers or otherwise and shall be assignable if expressed so to do.

74. Where any uncalled capital of the Company is charged all persons taking any subsequent charge thereon shall take the same subject to such prior charge and shall not be entitled, by notice to the shareholders or otherwise to obtain priority over such prior charge.
75. (i) If the Directors or any of them, or any other persons, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.
- (ii) If the moneys borrowed by the Company in accordance with clauses 69 to 75 supra, have been guaranteed in their personal capacity by the Directors or any of them or by any other person, firm or body corporate, each such guarantor/s may be paid a commission not exceeding 1% per annum of the maximum limits of borrowals guaranteed by them.

GENERAL MEETING

76. In addition to any other meetings, General Meetings of the Company shall be held within such intervals as are specified in Section 166(1) of the Act and, subject to the provisions of Section 166(2) of the Act, at such times and places as may be determined by the Board. Each such General Meeting shall be called an “ Annual General Meeting ” and shall be specified as such in the notice convening the meeting. Any other meeting of the Company shall be called an “Extraordinary General Meeting”.
77. The Board may whenever it thinks fit call an Extraordinary General Meeting and it shall on the requisition of the members in accordance with Section 169 of the Act, proceed to call an Extraordinary General Meeting. The requisitions may, in default of the Board convening the same, convene the Extraordinary General Meeting as provided by Section 169 of the Act.
78. If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an Extraordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
79. The Company shall comply with the provisions of Section 188 of the Act as to giving notice of resolutions and circulating statements on the requisition of members.

- A) (1) Subject to the provisions of Sections 171 and 176 (2) of the Act, notice of every meeting of the Company shall be given to such persons and in such manner as provided by Section 172 of the Act. However, a General Meeting may be called after giving shorter notice than 21 days, if the 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 95% of such part of the paid-up share capital of the Company as gives a right to vote at that meeting. Provided that where any members of the Company are entitled to vote only on some Resolution or Resolutions to be moved at the meeting and not on the others, those members shall be taken into account for the purpose of this sub-clause in respect of the former Resolution or Resolutions but not in respect of the latter.
- (2) Where any business consists of “Special business” as here in after defined in sub-clause (4) of this clause, there shall be annexed to the notice a statement complying with Section 173(2) and (3) of the Act.
- (3) The accidental omission to give any such notice to or its non-receipt by any member or person to whom it should be given shall not invalidate the proceedings of the meeting.
- (4) The Ordinary business of an Annual General Meeting shall be to receive and consider the Profit and Loss Account, the Balance Sheet and the Reports of the Directors and of the Auditors, to elect Directors in the place of those retiring, to appoint Auditors and fix their remuneration and to declare dividends. All other business transacted at an Annual General Meeting and all business transacted at any other General Meeting shall be deemed special business.

PROCEEDINGS AT GENERAL MEETINGS

80. Five members personally present shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the quorum requisite is present at the commencement of the business.
81. The Chairman, if any, of the Board of Directors, for the time being, shall preside at every General Meeting. If he be absent or at any meeting he shall not be present within 15 minutes after the time appointed for holding such meeting, or is unwilling to act, the shareholders present may choose a Chairman from among the Directors present at the meeting; and if no Director be present or if all the Directors decline to take the Chair, then, the members present shall choose some one of their number to be the chairman of the meeting.
82. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon the requisition of the members shall be dissolved, but in any other case

it shall stand adjourned to the same day in the next week at the same time, and place, or to such other day, and at such other time, and place as the Board may give notice to the shareholders to appoint. If at such adjourned meeting 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.

83. 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 subject to the provisions of Article 76 hereof, from place to place; but no business shall be transacted at any adjourned meeting other than the business left unfinished at a meeting at which the adjournment took place when a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted thereat.
84. At any General Meeting, unless a poll is demanded by the Chairman of the Meeting, or by at least 5 members personally present in accordance with the provisions of Article 85 and under Section 179 of the Act, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority or lost and not carried by a particular majority and an entry to that effect in the books of proceedings of the Company shall be conclusive evidence of the fact without proof of the numbers or proportion of the votes recorded in favour of against such resolution.
85. 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 on his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one tenth of the total voting power in respect of the Resolution, or on which an aggregate, sum of not less than fifty thousand rupees has been paid up. The demand for a poll may be withdrawn at any time by the person or persons who make the demand.
86. If a poll is demanded it shall be taken in such manner as the Chairman directs subject to Section 184 and 185 of the Act, 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.
 - (a) A poll demanded on the election of the Chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time not later than 48 hours from the time when the demand was made as the Chairman of the meeting may direct.
 - (b) The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than that on which a poll has been demanded.
87. The Chairman of the meeting shall appoint two scrutinizers' to scrutinize the votes given on the poll and report thereon to him. One of the two scrutineers shall always be a member, if available and willing to be appointed.

88. The Chairman shall have the power to remove a scrutineer from office at any time and to fill vacancies in the office of the scrutineers arising from such a removal or from any other cause.
89. In the Case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall have a casting vote, in addition to the votes to which he may be entitled as a member.

VOTES OF MEMBERS

90. On a show of hands every member present in person and entitled to vote shall have one vote.
91. a) Every Member of the Company holding First Preference Shares (being Shares issued and allotted prior to 1-4-1956) or Equity Shares shall have a right to vote in respect of such Shares on every resolution placed before the Company. On a show of hands, every such members present in person shall have One Vote. And on a Poll the holders of the First Preference shares and the Equity Shares shall have a voting right in proportion to the Capital paid up on the said shares respectively, that is to say, every First Preference Share of Rs.100/- paid up shall confer the right to 10 votes and every Equity Share of Rs.10/- paid up shall confer the right to one Vote.
- b) The holders of Second Preference Shares shall have a right to vote on resolutions placed before the Company which directly affect the rights attached to the said Second Preference Shares and subject as aforesaid the holder of the Second Preference Share shall, in respect of such Capital be entitled to vote on every resolution placed before the Company, at a meeting if the dividend due on such Capital or any part of such dividend remains unpaid in respect of an aggregate period of not less than two years preceding the date of the commencement of the meeting. Where the holder of a Second Preference Share has a right to vote as aforesaid on any resolution, every such member personally present shall have, on a show of hands One Vote and on a Poll his voting right in respect of such Share Capital shall be in the same proportion as the Capital paid up in respect of the said Second Preference Share, bears to the total paid up Equity Capital of the Company.
92. a) Where there are joint registered holders of a share or shares, any one of such persons may vote, subject to provisions of Articles, at any meeting either personally or by proxy in respect of such share as if he were solely entitled thereto and if more than one of such joint holder be present at any meeting either personally or by proxy then that one of the said persons so present whose name stands prior in order on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name the shares stand shall for the purpose of these Articles be deemed joint holders thereof.
- b) Subject to provisions of the Articles, 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 here were the registered holder of such shares, provided that seventy-two hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer

such shares, or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

93. a) If any member is a minor, lunatic or of unsound mind or an idiot he may vote by his guardian or legal representative.

b) Any body corporate which is a member of the Company may by resolution of its Board of Directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate could have exercised if it were an individual member of the Company.
94. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of his shares in the Company have been paid.
95. Votes may be given either personally or by proxy, or in the case of company by a representative duly authorized as aforesaid. No objection shall be made to the validity of any vote, accepted at the meeting or poll at which such vote shall be tendered and the Chairman of such meeting shall be the sole judge of the validity of the every vote tendered thereat.
96. The instrument appointing the proxy shall be in writing under the hand of appointer or his attorney duly authorized in writing; if the appointer is a Corporation either under his Common Seal or the hand of an officer or of its attorney duly authorized in writing. Holders of share warrants shall not be entitled to vote by proxy in respect of the shares included in such warrants unless otherwise expressed in such warrants.
97. Any person whether or not he is a member of the Company may be appointed as a proxy.
98. The instrument appointing a proxy and the power of attorney or authority, if any, under which it is signed or a notarized certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
99. If more than one instrument of proxy from the same member to vote at the same meeting be deposited with the Company the instrument of proxy bearing the latest date proved to the satisfaction of the Chairman of the meeting, shall alone be accepted; if all the instruments bear the same date, then that one of them registered in the books of the Company as having been first deposited with Company shall alone be accepted.
100. A vote given in accordance with the terms of instrument of proxy shall be valid, notwithstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the meeting.

101. A proxy so appointed shall not have any right to speak at the meeting and shall not be entitled to vote except on a poll.
102. Every instrument of proxy, whether, for a specified meeting or otherwise, shall be in the forms specified in Schedule-IX of the Act or a form as near thereto as circumstances will admit.

DIRECTORS

103. Subject to the provisions of Section 252 of the Act, unless otherwise determined, the number of Directors shall not be less than four and not more than twelve, exclusive of Ex-officio and Special Directors, if any.
104. Subject to the provisions of the Act and these articles, the company may by Ordinary Resolution from time to time increase or reduce the number of Directors and alter their qualification and may also determine in what rotation the increased or reduced number is to go out of office.
105. The Directors may elect one of their body to the office of the Chairman of the Board of Directors; and the Director so elected as Chairman shall hold office subject to the pleasure of the Board and subject to his continuing as a Director and he shall preside over all the meetings of the Board and the General Meetings during his tenure of office.
106. Not less than 2/3rds of the total number of Directors for the time being shall be those whose period of office is liable for determination to retirement by rotation; and their appointment shall, save as otherwise expressly provided in these presents, be by the Company in General Meeting.
107. The Board of Directors of the Company may appoint an alternate Director to act for a Director (hereinafter called "the original Director") during his absence for period of not less than three months from India and such appointment shall have effect and such appointee whilst he holds office as an alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly. An alternate Director appointed under this Article shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original director returns to India. If the term of office of the original Director is determined before he so returns to India any provision in the Act or in these Articles for the automatic reappointment of retiring Directors in default of another appointment shall apply to the original Director and not to the alternate Director.
108. Subject to the provisions of Sections 262 and 284 (6) and other applicable provisions, if any, of the Act, any causal vacancy occurring in the office of a Director whose period of office is liable to determination by retirement by rotation may be filled up by the Directors at a meeting of the Board. Any person so appointed shall hold office only upto the date up to which the Director in whose place he is appointed would have held office, if the vacancy had not occurred".
109. Subject to the provisions of Sections 260 and 284(6) and other applicable provisions, if any, of the Act, the Directors shall have powers at any time and from time to time to appoint a person as an additional Director. The additional Director shall retire from office at the next following Annual General Meeting, but shall be eligible for re-election.

110. The Directors shall have power to co-opt one or more Directors subject to the maximum number provided in Article 103.
111. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to the Industrial Development Bank of India (IDBI) Industrial Finance Corporation of India (IFCI), The Industrial Credit and Investment Corporation of India Ltd.(ICICI), Life Insurance Corporation India (LIC), Unit Trust of India (UTI), General Insurance Corporation of India (GIC), National Insurance Company Limited (NIC), The Oriental Fire and General Insurance Company Limited (OFGI), The New India Assurance Company Limited (NIA), United India Insurance Company Limited (UI), or to any other Financing Company or Body (each of the above here in after in this Article referred to as “the Corporation”) out of any loans/ Debentures assistance granted by them to the Company or so long as the Corporation holds or continues to hold Debentures/shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director or Directors, whole time or non-whole time (which Director or Directors is/are here in after referred to as “ Nominee Director/s”) on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the corporation such nominee Director/s shall not be required to hold any share qualification in the Company, also at the option of the Corporation, such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds or continues to hold Debentures/shares in the Company as a result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings, and of the Meetings of the Committee of which the Nominee Director/s is/are the member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, moneys or remuneration in any form is payable to the Directors of the Company, the fees, commission, moneys and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be

incurred by the Corporation on such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is/are an officer/s of the Corporation the sitting fees in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

Provided also that in the event of the Nominee Director/s being appointed as wholetime Director/s such Nominee Director/s shall exercise such powers and duties as may be approved by the Corporation and have such rights as are usually exercised or available to a wholetime Director in the management of the affairs of the Company. Such wholetime Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation. The right reserved to the Corporation to appoint Whole-Time Nominees Director/s will however be exercisable only in the event of default on the part of the Company under the terms of the agreement entered into with the Corporation/s.

(AMENDED BY SPECIAL RESOLUTION PASSED ON 9-9-1983)

112. Article III will not apply where the agreement between the investor/Lender and the Company does not confer on the former right to appoint its representatives as nominee-director on the Board of the Company.
113. 1) Subject to the provisions of Section 283 (2) of the Act, the office of a Director shall become vacant if:
- a) he fails to obtain within the time specified in Article 114 and sub-section(i) of Section 270 of the Act, or at any time thereafter ceases to hold the share qualification, if any, required of him by these Articles; or
 - b) he is found to be of unsound mind by a Court of Competent jurisdiction ; or
 - c) he applies to be adjudicated an insolvent; or
 - d) he is adjudged an insolvent; or
 - e) he fails to pay any call made on him in respect of shares of the Company held by him, whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government has by notification in the Official Gazette, removed the disqualification incurred by such failure; or
 - f) any office or place of profit under the Company or any subsidiary thereof is held by him in contravention of Section 314 (1) of the Act; or
 - g) he absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board of Directors for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board of Directors; or

- h) he becomes, disqualified by an Order of the Court under Section 203 of the Act; or
 - i) he is removed in pursuance of Section 284 of the Act; or
 - j) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is partner or any private company of which he is a Director, accept a loan, or any guarantee or security for a loan, from the Company in contravention of Section 295 of the Act; or
 - k) he acts in contravention of Section 299 of the Act and by virtue of such contravention shall have been deemed to have vacated office; or
 - l) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months.
- 2) Subject to the provisions of the Act a Director may resign his office at any time by notice in writing addressed to the Company or to the Board of Directors.

114. Deleted

(VIDE SPECIAL RESOLUTION PASSED ON 29TH SEPTEMBER, 1978)

115. 1) "A Director shall be paid a sitting fee not exceeding such sum as may be prescribed by the Central Government under Section 310 of the Companies Act, 1956, for every meeting of the Board or of the sub-committee meeting of the Board, including any adjournment thereof, attended by him, as may be fixed from time to time by the Directors."
- 2) Travelling and out of pocket expenses incurred by the Director for attending Board meetings or any sub-committee meetings or in connection with the business of the Company shall be paid to him on actual or any other basis as may be determined by the Board from time to time.
- 3) If any Director shall be called upon to perform extra services or to make special exertions in going or residing away from the place of his usual residence for any of the purposes of the company or giving any special attendance to the business of the Company, the Company may remunerate such Director either by a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors.
116. 1) None of the following persons shall be appointed as a Director of the Company whose period of office is liable to determination by retirement of Director by rotation except by a Special Resolution passed by the Company.
- a) Any person who is an officer or employee of this or who holds any office or place of profit under the Company or any subsidiary thereof; provided nothing in sub-clause shall apply to a Director of the Company or its subsidiary, or to the holder of any office or place of profit under the Company by virtue of Article 117 and under Section 314 of the Act.

- b) Where any office or place of profit which would disqualify a person under sub-clause(a) above read with the provision thereto, is held by any firm or any partner or employee of the firm.
 - c) Where any such office or place or profit is held by a body corporate, any officer or employee of such body corporate.
 - d) Where any such office or place of profit is held by a private company, any member, officer or employee of such company.
 - e) Any person who is an officer or employee of or who holds any office or place of profit under, any body corporate under the management of the Company, or any subsidiary of such body corporate; provided that nothing in the sub-clause shall apply to the Director of such body corporate or subsidiary, or to the holder of any office or place of profit under such body corporate or subsidiary which may be held by a Director of such body corporate by virtue of Article 117.
- 2) Special notice shall be given of any resolution appointing or approving the appointment of any person referred to in clauses 1 (a) to (e) of this Article as a Director of the Company. The notice given to the Company of any such resolution and the notice thereof given by the Company to its members shall set out the reasons which make the resolution necessary.
117. 1) Except with the consent of the company accorded by a special resolution, no Director of the Company shall hold any office or place or profit, and no partner or relative of a Director, no firm in which a Director or his relative is a partner, no private Company of which a Director is a Director or a member and no Director or Manager of such a private company shall hold any office or place of profit, carrying a total monthly remuneration of Rs.500/- or more except that of a Managing Director, Technical, Executive or Administrative Director, Manager Legal or Technical Advisor or Banker.
- (a) under the Company; or
 - (b) under any subsidiary of the Company unless the remuneration received from such subsidiary in respect of such office or place of profit is paid over to the Company.
- 2) if any office or place of profit under the Company or any subsidiary thereof is held in contravention of this Article the Director concerned shall be deemed to have vacated his office as a Director with effect from the first day on which the contravention occurs, and he shall be liable to refund to the Company any remuneration received or the monetary equivalent of any perquisites or advantages enjoyed by him in respect of such office or place of profit.
- 3) Any office or place shall be deemed to be an office or place of profit under the Company within the meaning of this Article;

- a) In case the office or place is held by a Director, if the Director holding it obtains from the Company anything by way of remuneration over and above the remuneration to which he is entitled as such Director, whether as salary fees, commission, perquisites, the right to occupy free of rent any premises as a place of residence or otherwise.
 - b) In case the office or place is held by an individual other than a Director, or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it obtains anything by way of remuneration whether as salary, fees, commission, perquisites, the right to occupy free of rent any premises as a place of residence or otherwise.
118. The continuing Directors may act notwithstanding any vacancy in their body but so that subject to the provisions of the Act if the number falls below the minimum number above fixed and notwithstanding the absence of a quorum, the Directors may act for the purpose of filling up vacancies or for summoning a General Meeting of the Company or in emergencies.

RETIREMENTS AND REMOVAL OF DIRECTORS

119. At the first Ordinary Meeting of the Company the whole of the Directors expecting the Ex-Officio Director shall retire from office, and at the ordinary meeting in every subsequent year one-third of the Directors for the time being or if their number is not three or a multiple of three, then the number nearest to $1/3^{\text{rd}}$, shall retire from office.
120. The Directors to retire from office shall be those who have been longest in office since last elected or appointed. As between two or more who have been in office for an equal length of time, the Director or Directors to retire shall, in default of agreement between them, be determined by lot. A retiring Director shall act as a Director through out the meeting at which he retires.
121. A retiring Director shall be eligible for re-election.
122. The Company at any General Meeting at which any Directors retire in the manner aforesaid may fill up the vacated offices by electing a like number of persons to be Directors.
123. "No person other than a Director retiring at the meeting shall be eligible for election to the office of a Director at any General Meeting unless not less than fourteen days before the day appointed for the meeting there shall have been given to the Company notice in writing by some duly qualified member of his intention to propose at the meeting a duly qualified person for election and also a notice in writing signed by the person to be proposed of his willingness to be elected, along with a deposit of five hundred rupees which shall be refunded to such person, or as the case may be, to such member, if the person succeeds in getting elected as a Director".
124. Appointment of Directors shall be voted upon individually.
125. If at any meeting at which an election of Directors is to take place, the places of vacating Directors are not filled up, and if the meeting has not expressly resolved not to fill up the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time

and place, or if that is a public holiday till the next succeeding day which is not a public holiday, at the same time and place and if at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director, if willing, and if not otherwise disqualified be deemed to have been reappointed, unless the resolution for such reappointment has been put to vote and lost either at the adjourned meeting or at the previous meeting.

126. Subject to the following provisions, the Company may remove a Director (not being a Director nominated by the Government, Financial Institutions or Specified as such) by Ordinary Resolution:

- (1) Special notice shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed.
- (2) On receipt of a notice of a resolution to remove a Director, the Company shall forthwith send a copy thereof to the Director concerned and the Director shall be entitled to be heard on the resolution at the meeting.
- (3) On receipt of the notice of resolution to remove him, the Director may make representations in writing to the Company and the copies of such representations shall be sent to every member by the Company and in case the representations from the Director as aforesaid is received too late, the Director may ask for the representations to be read out at the meeting, provided that copies of representations need not be sent out and they need not be read out at the meeting if, on the application either of the company or of any other who claims to be aggrieved, the Court is satisfied that the rights conferred by this sub clause are being abused to secure needless publicity for defamatory matter.
- (4) A vacant seat created by the removal of a Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board in pursuance of the Article 108 or Section 262 of the Act be filled by the appointment of another Director in his stead by the meeting at which he is removed, provided special notice of the intended appointment has been given under sub-clause (1) hereof. A director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.
- (5) If the vacant seat is not filled under sub-clause (4) it may be filled as a casual vacancy in accordance with the provisions herein contained.
- (6) Nothing contained in this Article shall deprive a Director removed there under of any compensation or damages payable to him in respect of the termination of his appointment as Director or of any appointment terminating with that as Director.

127. Subject to the provisions of the following sub-clause and the restrictions imposed upon by the article 117 (forbidding the Directors to hold office of profit) no Director shall be disqualified by virtue of his office from contracting with the Company either as a vendor, purchaser, or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in

which any Director shall be in any way interested, be avoided, nor shall any Director, so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the meeting of the Directors after the acquisition of his interest. No Director shall, as a Director, vote in respect of any contract or arrangement in which he is so interested as aforesaid, and such prohibition shall not apply to any contract by or on behalf of the company to give the Directors or any of them any security for advances or by way of indemnity. A general notice that a Director is a member of any specific firm or company and is to be regarded as interested in all transactions with that firm or company shall be sufficient disclosure under the clause as regards such Director and the said transactions; and after such general notice it shall not be necessary for such Directors to give a special notice relating to any particular transaction with that firm or company, as provided in Section 299 of the Act.

128. Except as otherwise provided by these Articles, all the Directors shall have in all matters equal rights and privileges and be subject to equal obligations and duties in respect of the affairs of the company.

POWERS OF DIRECTORS

129. The management of the business of the Company shall be vested in the Directors who shall exercise all such powers and do on behalf of the Company all such acts and things as the Company is by its Memorandum of Association or otherwise authorized to exercise and do, and as are not by law expressly directed or required to be directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of any law and of these Articles and to any regulations from time to time, made 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 such regulation had not been made. It is hereby expressly declared that without prejudice to the general powers conferred by these presents that the Board shall have the following powers which they may exercise through the Managing Directors, Technical, Executive or Administrative Directors or such other Directors as may specifically be authorized by the Board.
- 1) To pay the costs, charges and expenses, preliminary and incidental to promotion, formation, establishment and registration of the Company or any other company and subsequent to the registration thereof, and to place the same to a separate account to be called the preliminary expenses account and to have the same if charged upon the funds of the Company either as revenue or capital; account as the Directors shall think fit.
 - 2) To enter forthwith into agreements with the Managing Directors, Technical, Executive or Administrative Directors or such other Directors as may be necessary.
 - 3) To appoint (and at their discretion remove or suspend) such managers, Secretaries, Officers, members of staff and workers of permanent, temporary or special-services as

they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amounts as they think fit.

- 4) To borrow on the mortgage of the whole or any part of the property of the Company, or on the bonds, debentures (either unsecured or secured by a charge of mortgage), notes or other securities of the Company, or otherwise as they deem expedient, such sums as they may think necessary for the purpose of the Company, subject to Sections 292 and 293 of the Act and Clause 69 to 75 of these Articles.
- 5) To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire, at such price and generally on such terms and conditions as they think fit; and at their discretion to pay for any property, rights or privileges acquired by, or services rendered to the Company, either wholly or partly in cash or in shares, or in both, or in bonds, debentures or securities of the Company, and any such shares may be issued either as fully paid-up or such amounts credited as paid-up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specially charged upon all or part of the property of the Company and its uncalled capital or not so charged.
- 6) To undertake on behalf of the Company the payment of all rent and performances of covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or acquired by the Company.
- 7) To purchase, take on lease, or otherwise acquire and to sell for cash or on credit and either wholesale or retail and for ready or future delivery movable or immovable properties or any rights or privileges which the Company is authorized to acquire and dispose of at such price and generally on such terms and such conditions as they may think fit and to sign contracts, agreements, conveyances, assignments, leases, mortgages, reconveyances, transfers, proceeds and other documents and to register documents and admit execution thereof.
- 8) To draw, accept, endorse, negotiate, purchase and sell bills of exchange or other negotiable instruments with or without security and to determine from time to time who shall be entitled to sign on the Company's behalf, bills, notes, receipts, expenses endorsements and all such negotiable documents.
- 9) To entrust to and confer upon the Managing Directors, Technical, Executive or Administrative Directors, or such other Directors as may be specified or other officers for the time being of the Company to authorize or empower them to exercise and perform, and by power of attorney under seal to appoint any persons to be the attorneys of the Company and invest them with such of the powers, authorities, duties and discretion, exercisable as the Directors may think fit and for such time and for such objects and purposes as the Directors may think proper or expedient and from time to time to revoke all such appointments of attorneys, and withdraw, alter or vary all or any of such powers, authorities, duties and discretions.

- 10) To give to any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general or particular profits of the Company, and such commission or share of profits shall be treated as part of the working expenses of the Company.
- 11) To appoint, subject to Section 49 of the Act, any persons (whether incorporated or not) to accept and hold any trusts for the Company, any property belonging to the Company, or in which it is interested or for any other purposes, and to execute and to do all such deeds, acts and things as may be requisite in relation to any such trust, and provide for the remuneration of such trustee or trustees.
- 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 for the benefit of the Company, such mortgage of the Company's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.
- 13) To allow time for payment of any debts due to the Company and to compound such debts on any claims or demands by or against the Company to arbitration and to observe and perform awards.
- 14) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the company, or its officers or otherwise concerning the affairs of the Company, and also to compound and allow for payment or satisfaction for any debts due, and of any claims or demands by or against the Company.
- 15) To enter into any agreement with any Government or authority, municipal, local or otherwise and obtain from them any licenses, rights, concessions and privileges as the Directors may deem fit.
- 16) To provide from time to time for the management of the Company at the Head Office, elsewhere in India and abroad in such manner as they think fit and in particular to establish branches and to appoint any person to be the attorneys or the agents of the Company with such powers (including power to sub-delegate) and upon terms as may be thought fit; and for this purpose the Company may exercise the powers conferred by the Act, relating to the official Seal for use aboard and the keeping of a foreign register respectively, and such powers shall accordingly be vested in the Directors.
- 17) To open banking accounts with any bank or banks for and in the name of the Company and to operated on the same either through the Managing Directors, Technical, Executive or Administrative Directors or other Directors, or officers duly authorized thereon from time to time, whether the accounts be overdrawn or not.
- 18) To make and give receipts, releases and other charges for moneys payable to the Company and for the claims and demands of the Company.

- 19) To invest and deal with the money of the Company upon such shares, securities, debentures and investments and in such manner as they may think fit, and from time to time, to vary or realize such investments.
- 20) To provide for the welfare of the employees or ex-employees of the Company or its predecessors in business, and the wives, widows, and their families or their dependents, by grants or money, Bonuses, allowances, etc., or by creating and subscribing from time to time. Provident and other associations, trusts or conveniences, and place of instruction and recreation, hospitals and dispensaries and all other assistances as the Company shall think fit; and to subscribe or contribute or, otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, or other institutions for any public, general or useful objects.
- 21) To give awards or allow any pension, gratuity, compensation, bonus to any employee of the Company, his widow, children or dependents, that may appear to the Directors just and proper whether they have or have not a legal claim upon the Company.
- 22) To acquire or erect houses or buildings for the officers, and the employees of the Company or for the purposes of investment or otherwise and to insure all or any of the insurable property of the Company.
- 23) From time to time, to make, vary and repeal bye-laws for the regulation of the Company, its officers and servants.
- 24) For or in relation to any of the matters aforesaid, or otherwise for the purpose 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.
- 25) To appoint local committee or Boards in India or elsewhere.
- 26) To split share certificates, letters of allotment and any "Rights issue", to split letters of rights into smaller denominations in the same name and to have any such splits certified by any official of the Company.
- 27) And generally at their absolute discretion to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company except such acts and things as bye-law or by the Memorandum of Association of the Company or by these presents may stand prohibited.
- 28) The Board may delegate all or any of its powers to any Directors jointly or severally, and to any one Director at their discretion with such designations and on such remuneration as may be specified by the Board; and subject to the provisions of the Companies Act such Directors may also in addition to their duties perform any other duties; and work for the Company, which the Directors in agreement with them may decide and they may receive such reasonable and proper remuneration for such work as shall be from time to time agreed upon between them and the Directors and such remunerations shall be in

addition to the fixed remuneration paid to them for their respective duties delegated to them.

- 29) 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 repayment of any debt due by a director;
 - c) Invest otherwise than in trust securities, the amount of compensation received by the Company in respect of the compulsory acquisition of any such undertaking as is referred to in sub-clause(a) above, 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 in excess of the limits provided in Article 69.
 - e) Contribute, to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed twenty-five thousand rupees or five percent of its average net profits as determined in accordance with the Act during the three financial years, immediately preceding, whichever is greater.
- 30) The Board shall cause to maintain registers, books and document as required by the Act and shall cause copies of instruments creating any charge registered according to the provisions of the Act.
- 31) The Board shall cause minutes to be maintained in the books provided for the purpose:
- a) Of all appointments of officers made by the Board.
 - b) Of the names of the Directors present at each meeting of the Directors and any Committee of Directors.
 - c) Of all orders made by the Directors and Committee of Directors.
 - d) Of all resolutions and proceedings of General Meetings and of the meetings of Directors and Committees.
 - e) In the case of each resolution passed at the meeting of the Board of Directors or a Committee of the Board the names of the Directors, if any, dissenting from or not concurring in the resolution.

130. 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 meetings of the Board.
- a) The power to make calls on shareholders in respect of money unpaid on their shares;
 - 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 and or give guarantees. Provided that the Board may be resolution passed at a meeting delegate to a Committee of Directors or the Managing Directors, Technical, Executive or Administrative Directors or Secretary or Manager or any other principal officer of the Company or to a principal officer of the Company or to a principal officer of any of its branch officers, the powers specified in (c), (d) and (e) of this sub-clause to the extent specified below on such conditions as the Board may prescribe.
- 2) Every resolution delegating the power referred to in sub-clause (1) (c) shall specify the total amount out standing at any one time up to which moneys may be borrowed by the delegates. Provided, however that where the Company has an arrangement with its Bankers for the borrowings of moneys by way of overdraft, cash credit or otherwise the actual day to day operation of the overdraft, cash credit or other accounts by means of which the arrangement so made is availed of shall not require the sanction of the Board.
- 3) Every resolution delegating power referred to in sub-clause(1) (d) shall specify the total amount up to which the funds may be invested and the nature of the investments which may be made by the delegates.
- 4) Every resolution delegating the power referred to in sub-clause (1)(c) shall specify the total amount up to which loans and/or guarantees may be made by the delegates, for 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.
- 5) Nothing contained in this Article shall be deemed to affect the right of the Company in General Meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in (a), (b), (d), and (e), of clause (1) above.

SECRETARY

131. The Board of Directors shall have power to appoint as the Secretary of the Company, a person fit in their opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise; as they may determine. The Secretary shall have such powers and duties as may from time to time be delegated or entrusted to him by the Board of Directors or the Managing Directors or Technical, Executive or Administrative Directors, subject to the ratification of the Board.

PROCEEDINGS OF DIRECTORS

132. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.
133. The Board shall meet at least once in every three calendar months and at least four such meetings shall be held in every calendar year.
134. The quorum for a meetings of the Board of Directors of the Company shall be one-third of the total strength for the time being or two Directors, whichever is higher, provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of remaining Directors, that is to say, the number of the Directors, who are not interested, present at the meeting being not less than two, shall be the quorum during such time.
135. The Managing Director or Managing Directors, Technical, Executive or Administrative Directors or such other Directors as may be specified, may at any time, and the Secretary in exercise of the powers delegated to him by the Directors and upon the request of a Director may convene a meeting of the Directors.
136. The Chairman of the Board of Directors shall preside over all the meetings of the Board. If at any time the Chairman is absent from the meeting or unwilling to preside over the meeting the Directors present shall choose some one of their number to be Chairman of such meeting.
137. Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India at his usual address.
138. The questions arising at the meeting shall be decided by a majority of votes and in case of equality of votes, the Chairman shall have a second or casting vote.
139. A meeting of the 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 by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally.
140. If a meeting of the Board cannot be held for want of quorum then the meeting shall stand adjourned to such day, time and place as the Director or Directors present at the meeting may fix.
141. The Board may subject to the provisions of these Articles, delegate any of its powers to a Committee consisting of such member or members of their body as it thinks fit and it may from time to time revoke and discharge any such committee either wholly or in part and either as to persons or purposes, but every committee so formed shall in exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. The Committee may elect a Chairman for its meetings. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

142. The Directors may also at any time and from time to time by a resolution of the Board delegate any of their powers (which can compatibly with the provisions of law be delegated) to the Managing Director or Managing Directors, or Technical, Executive or Administrative Director or other Directors of the Company and all acts done by them in conformity with the Boards resolution in fulfillment of the purposes of the delegation, but not otherwise shall have the like force and effect as if done by the Board.
143. The meetings and proceedings of any Committee 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.
144. Subject to Section 290 of the Act, all acts done at any meeting of the Directors or by a Committee of the Directors or by any persons acting as a Director, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or he or any of them were or was disqualified be as valid as if every such Director or such person has been duly appointed and was qualified to be Director.
145. A resolution in writing signed by the Directors and passed by circulation if the resolution has been circulated in draft together with the necessary papers, if any, to all the Directors then in India not being less in number than the quorum fixed for the Board and to all other Directors at their usual address in India, and has been approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote on the Resolution, shall be as valid and effectual as if it has been passed at a meeting of Directors duly convened and held subject to certain powers required to be exercised by the Board only at their meetings under Section 292 of the Act.

CONSULTANTS AND ADVISORS

146. Subject to the provisions of the Act and of these Articles the Company may appoint any individual, firm or body corporate as its consultants and/ or advisers on any matters including engineering, technical, industrial, trading, commercial; accountancy, financial management, economical, statistical, legal, medical social and other matters on such terms and conditions and on such remuneration as the Board may deem it.

MANAGEMENT OF BUSINESS

147. a) Subject to the provisions of the Act and subject to the sanction, if any, required by the Government of India, the Company in General Meeting or the Board may, appoint one or more of their body as Managing (in which expression shall be included a Joint Managing Director), Technical, Executive, Administrative or Whole-time Directors for such period and on such terms and conditions as may be decided upon from time to time, and delegate any of the functions of the Director, to the person or persons so appointed. A Director or Directors so appointed shall not, unless otherwise stated, while holding that office be subject to retirement by rotation to be taken into account in determining the number of directors due to retire by rotation.

- b) Unless otherwise decided by the Board , the powers reserved under these articles to the Board of Directors shall be deemed to have been delegated to the Managing Director or Managing Directors except those powers which have to be exercised only by the Board of Directors under Section 292 of the Act.
- c) Subject to the control and supervision of the Board of Directors, the business of the Company shall be carried on by Managing Director or Managing Directors, Executive, Administrative and/or Technical Directors.
- d) The Directors may from time to time, resolve that their shall be either one or more Executive/ Administrative and/or Technical Directors besides the Managing Director or Managing Directors.
- e) If the Managing, Technical, Administrative or Executive Directors cease to hold office as a Director, they shall ipso facto and immediately cease to hold such offices.
- f) In the event of any vacancy arising in the office of the Managing Director or Managing Directors, the vacancy shall be filled in by the Board of Directors and the Managing Director or Managing Directors so appointed shall hold office for such period as the Board of Directors may fix, subject to the approval of the Central Government on such terms and conditions as may be approved.

148. Subject to the provision of the Act, the remuneration payable to the Directors including Managing, Technical, administrative or Executive Directors, shall be as follows:

- 1) With the sanction of the Company in General Meeting by an Ordinary Resolution, the Managing Director or Managing Directors, Technical Directors, Executive Directors, and/or Administrative Directors, who are in the whole-time employment of the Company, be paid remuneration either by one way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and party by the other, Provided that except with the approval of the Central Government, such remuneration shall not exceed five percent of the net profits for one such Director, and if there is more than one such Director, ten percent for all of them together.
- 2) A director or Directors, who is neither in the wholetime employment of the Company nor Managing Director, Technical Director, Executive Director or Administrative Director, may be paid remuneration by way of monthly, quarterly or annual payment with the approval of the Central Government or by way of commission if the same is authorized by the Company by a Special Resolution. Provided that the remuneration paid to such Director or such Directors shall not exceed one per cent of the net profits of the Company. Provided further that the Company in General Meeting may with the approval of the Central Government, authorize the payment of such remuneration at a rate exceeding one percent of the net profit.
- 3) For the purposes of this Article, any remuneration paid for services rendered by any Director in any other capacity shall not be included in the remuneration specified in subclause (1) and (2) above if;

- a) the services rendered are of a professional nature; and
- b) in the opinion of the Central Government, the Director possesses the requisite qualifications for the practice of the profession.

149. Receipt signed by the Managing Directors or Technical or Executive or Administrative Directors or Secretary for any moneys or goods or property received in the usual course of business of the Company or for any moneys or goods or property lent to or payable or belonging to the Company shall be effectual discharge on behalf of and against the Company for the moneys, funds or property which in such receipts shall be acknowledged to be received, and the person paying any such money shall not be bound to see to the application or be answerable for any misapplication thereof.

DIVIDENDS AND RESERVES

150. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
151. The Board may, from time to time, pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
152. No dividend shall be declared or paid except out of the profits of the Company as provided in Section 205 of the Act.
153. Any General Meeting declaring a dividend or bonus may make a call on the members of such amount as the Meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.
154. 1) The Board shall provide for the depreciation for the current and previous years and may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provisions for meeting contingencies or for equalizing dividends and pending such application, may at their discretion either be employed in the business of the Company or be invested in such investments (other than shares of this Company) as the Board may, from time to time, think fit.
- 2) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.
155. 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 up on the shares in respect whereof the dividend is paid.
- 2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

- 3) 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 in terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
156. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares in the Company.
157. 1) Any General Meeting declaring a dividend or bonus, may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets of the company; and the Board shall give effect to the resolution of the Meeting.
- 2) Where any difficulty arises in regard to such distribution the Board may settle the same as it thinks expedient and in particular, may issue fractional certificates and fix the value for the distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest and such specific assets in trustees as may seem expedient to the Board.
158. 1) Any dividend, interest, or other moneys payable in cash in respect of shares may be paid by cheque or warrant drawn on to Company's bankers sent through the post direct to the registered address of the holder or in the case of joint holders to the address of that one of the joint holders who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct;
- 2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent;
- 3) No dividend shall be paid by the Company in respect of any share therein, except to the registered holder of such shares or to his banker.
159. The dividend shall be paid within forty-two days from the date of declaration thereof except to the registered holder of such shares or to his banker.
- a) Where the dividend could not be paid by reason of the operation of any law;
- b) Where a shareholder has given directions to the Company regarding the payment of the dividend and they could not be complied with;
- c) Where there is dispute regarding the right to receive any dividend;
- d) Where the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder;
- e) Where for any other reason, not due to the default on the part of the Company, it could not be paid.

160. No dividend shall bear interest against the Company.
161. Any one of two or more joint holders of a share may give effectual receipt for any dividends, bonus or other moneys payable in respect of such share.
162. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in these presents.
163. All Dividends unclaimed for one year after having been declared, may be made use of by the Board of Directors for the benefit of the Company, and all the dividends unclaimed “ Till the claim thereto becomes barred by law” may be forfeited by the Board for the benefit of the Company. The Board may at their discretion, in appropriate cases, annul such forfeiture.
(VIDE SPECIAL RESOLUTION PASSED ON 20TH JUNE 1979)
164. A transfer of shares shall not unless otherwise agreed, pass the right to any dividend declared thereon after such transfer and before the registration of the transfer.
165. The Directors may retain the dividends payable upon shares in respect of which any persons is under the transmission clause is entitled to become a member, or which any person under that clause is entitled to transfer until such person shall become a member in respect of each shares or shall duly transfer the same.

CAPITALISATION OF PROFITS

166. 1) The Company in General Meeting may upon the recommendation of the Board resolve:
- a) That is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's Reserve Accounts, or to the Share Premium Account 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 provisions contained in sub-clause (3) either in or towards:
- a) Paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - b) Paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up to and amongst such members in the proportions aforesaid; or
 - c) Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause(b).

- 3) The Share Premium Account and the Capital Redemption Reserve Account may, for the purpose of this Article, only be applied in paying up of unissued shares 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 Article.
167. 1) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
- a) Make all appropriations and applications of the undivided profits resolved to be capitalized thereby; and all allotments and issues of fully paid shares, if any; and
 - b) Generally do all acts and things required to give effect thereto.
- 2) The Board shall have full power:
- a) To make such provision by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in the case of share becoming distributable in fractions; and also,
 - b) To authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization 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 capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.

ACCOUNTS

168. 1) The Board of Directors shall cause to be kept proper books of account with respect to:
- a) All sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place;
 - b) All sales and purchases of goods by the Company;
 - c) Assets and liabilities of the Company.
- 2) The books of accounts shall be kept at the Registered Office of the Company, or at such other place or places in India as the Board thinks fit and they shall always be open to the inspection of the Directors during business hours.
- 3) The Board shall, from time to time, determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company shall be open to the inspection of members not being Directors and no member, not being a Director, shall have any right to inspect any books of account or the documents of the Company except as conferred by law or authorized by the Managing, Executive

Technical or Administrative Directors or by the Company in General Meeting.

- 4) If the Company opens a branch office whether in or outside India, the Company shall be deemed to have complied with the provisions of this Article if proper books of account relating to the transactions effected at the branch are kept at that office and proper summarized turns are made up to date at intervals of not more than three months and are sent by the branch office to the Company at its Registered Office.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

169. At every Annual General Meeting held in pursuance of Article 76 the Board shall lay before the Company the Balance Sheet and Profit and Loss Account for the period since the last preceding account, made up to a date not earlier than the date of the meeting by more than 6 months, unless the Registrar extends the period for any special reason by the period provided in the Act. The period for which the aforesaid account relates is referred to as the "financial year" and it may be more or less than a calendar year but it shall not exceed 15 months except with the special permission of the Registrar of Companies.
170. The Balance Sheet and Profit and Loss Account shall give a true and fair view of the state of affairs and a true and fair view of the profits or loss of the Company as at the end of the financial year and shall be in the form set out in Parts 1 and 2 of Schedule VI and Sections 211 and 212 of the Act respectively or in a form as near thereto as circumstances admit.
171. Every Balance Sheet and Profit and Loss Account shall be signed on behalf of the Board by the Managing Director or Managing Directors, by the Secretary if there is any, and by not less than two other Directors.
172. The Balance Sheet and Profit and Loss Account shall be approved by the Board Before they are signed on behalf of the Board.
173. There shall be attached to every Balance Sheet laid before the Company in General Meeting:
 - a) Auditor's Report;
 - b) Report of Directors with respect to the state of the Company's affairs; the amounts, if any, which it proposes to carry to any reserve in such Balance Sheet; the amount, if any which it recommends should be paid by way of divided; and material changes and commitments, if any, affecting the financial position of the Company which have occurred up to the date of the report. Further, the Board's report in so far as material for the appreciation of the state of the Company's affairs by the members, and so far as in the Board's opinion is not harmful to the business of the Company, deal with any changes which have occurred during the financial year, and the Board shall also give the fullest information and explanations in its report aforesaid in an addendum to the report on every reservation, qualification or adverse remark contained in the Auditor's Report.
174. The Board's report and any addendum thereto shall be signed by the Chairman if so authorized in that behalf by the Board, or where he is not so authorized shall be signed by such number of

Directors as are required to sign the Balance Sheet and the Profit and Loss Account of the Company.

175. "A copy of such Profit and Loss Account and Balance Sheet as audited, together with the reports of the Auditors and Directors, shall at least 21 days before the date of the meeting be sent to every member of the Company, to every Director of the Company, to the Auditors of the Company, and to every trustee for the holders of any debentures issued by the Company whether such member, trustee is or is not entitled to have the notice of General Meetings of the Company sent to him and to all persons other than such members, or trustee, being so entitled. Provided a copy of the aforesaid document need not be sent, if he copies of the documents are made available for inspection at the Registered Office of the Company during working hours for a period of twenty one days before the date of the Meeting and a statement containing the salient feature of such documents in the prescribed form is sent to every member of the Company, to every director of the Company, to the Auditors of the Company and to every trustee for the holders of any debenture issued by the Company not less than twenty-one days before the date of meeting".
176. 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, 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 whom the Company has accepted a sum of money by way of deposit shall on demand accompanied by the payment of fee of Rupee one be entitled to be furnished with a copy of the last 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 Auditors Report.
177. Every account prepared by the Board, 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 forthwith be corrected and henceforth shall be conclusive.
178. After the Balance Sheet and the Profit and Loss Account have been laid before the Company at the Annual General Meeting, three copies of such Balance Sheet and Profit and Loss Account signed by the Managing Directors or Manager, or Secretary, of the Company and, if there be none of these, by a Director of the Company, shall be filed with the Registrar of Companies within the time prescribed under the Act.
179. Once at least in every year the accounts of the Company shall be examined, and the correctness of the Balance Sheet and Profit and Loss Account ascertained by one or more auditors.
180. The Company at every Annual General Meeting in each year shall appoint an auditor or auditors to hold office until the next Annual General Meeting and fix their remuneration.
181. 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 to 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.

182. The auditors so appointed shall be a Chartered Accountant or Chartered Accountants within the meaning of the Chartered Accountants Act, 1949. None of the following persons shall be qualified for appointment as auditors of the Company;

- a) A body corporate;
- b) An Officer or employee of the Company;
- c) A person who is a partner or who is in the employment of an office or employee of the Company;
- d) Any person who is indebted to the Company for an amount exceeding Rs.1,000 or who has given any guarantee or provided any security in connection with an indebtedness of any third person to the Company for an amount exceeding Rs.1,000.

183. The Directors may fill any casual vacancy in the office of auditor and fix his remuneration, but if any such vacancy continues, the remaining auditors or auditor may act but the vacancy caused by the resignation of an auditor shall only be filled by the Company in the General Meeting.

184. The retiring auditor or auditors shall be eligible for re-appointment at an Annual General Meeting at which they retire.

185. Where at an Annual General Meeting no auditors are appointed or reappointed, the Company shall give notice of the fact to the Central Government within seven days from the date of Annual General Meeting at which the auditors should have been appointed and the Central Government may appoint a person to fill the vacancy.

186. 1) A special notice shall be required for a resolution at an Annual General Meeting for appointing as an auditor a person other than a retiring auditor, providing expressly that a retiring auditor shall not be appointed.
- 2) On receipt of notice of such resolution the Company shall forthwith send a copy of the same to the retiring auditor who shall be entitled to make representations to the Company and the Company shall state the fact of such representations in any notice or the resolutions given to the members of the Company and shall send a copy of the representations to

every member of the Company; and in case the representations are received too late by the Company the representations shall be read at the meeting, unless orders are received from the Court prohibiting the reading of the representations on an application from the aggrieved person or by the Company.

187. 1) Every auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company, whether kept at the Registered Office of the Company, or elsewhere and shall be entitled to require from the Directors and officers of the Company such information and explanation as the auditor may think necessary for performance of his duties as an auditor.
- 2) The auditor shall make a report to the members of the Company on the accounts examined by him and on every Balance Sheet and Profit and Loss Account and on every other document declared by the Act to be part of or annexed to the Balance Sheet or Profit and Loss Account which are laid before the Company in General Meeting during his tenure of office and the report shall state whether in his opinion and to the best of his information and according to the explanations given to him, the said accounts give the information required by the Act in the manner so required and give a true and fair view:
- a) In the case of the Balance Sheet, of the state of the Company's affairs as at the end of its financial year; and
 - b) In the case of the Profit and Loss Account, of the profit or loss of the Company for the financial year.
- 3) The Auditor's Report shall also state:
- a) Whether he has obtained all the information and explanations which to be best of his knowledge and belief were necessary for the purpose of his audit.
 - b) Whether in his opinion, proper books of accounts as required by law have been kept by the Company in so far as it appears from his examination of those books, and proper returns adequate for the purpose of his audit have been received from branches not visited by him.
 - c) Whether the Company's Balance Sheet and Profit and Loss Account dealt with by the report are in agreement with the books of accounts and returns.
- 4) Where any of the matter referred in sub-clause (1) and (2) of this Article or in sub-clauses (a), (b) and (c) of clause (3) is answered in the negative or with a qualification, the Auditor's Report shall state reasons for the answer.
- 5) The accounts of the Company shall not be deemed as not having been properly drawn up, and the Auditor's Report shall not state that those accounts have not been properly drawn up on the ground merely that the Company has not disclosed certain matters if:

- a) The Company is not required to disclose such matters as per the provisions of the Act or any other Act, and
 - b) Those provisions are specified in the Balance Sheet and Profit and Loss Account.
188. The branches of the Company, if any, may be audited by the auditor of the Company or by any qualified auditor. The Company's auditor shall be entitled to visit the branch office if he deems necessary to do so for the performance of his duties as auditor and shall have the right of access at all times to the books and accounts and vouchers of the Company maintained at the branch office.
189. Only the person appointed as auditor of the Company, or where a firm is so appointed only a partner of the firm practicing in India, shall be entitled to sign the Auditors Report or sign or authenticate any other document of the Company required by law to be signed or authenticated by the auditor.
190. The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by the shareholder.
191. All notices of and other communications relating to any General Meeting of the Company, which any member of the Company is entitled to have sent to him, shall also be forwarded to the auditor of the Company and the auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as auditor.
192. 1) If so directed by the Central Government, the Board of Directors shall cause to be kept proper books of accounts with respect to particulars relating to utilization of material or labour or to other items of cost as may be prescribed, in relation to a particular sphere of activity or activities of the Company, as may be required by the Central Government.
- 2) If directed by the Central Government by an order under Section 233-B of the Act, the Company in Annual General Meeting may appoint an auditor, hereinafter referred to as "Cost Auditor" to audit the above accounts, which shall be conducted in such manner as may be specified in the Order of the Central Government, who shall be either a Cost Accountant within the meaning of the Cost and Works Accountant Act, 1959, or any such Chartered Accountant within the meaning of the Chartered Accountants Act, 1949, or other person as possess the prescribed qualifications.
- 3) Section 224 of the Act shall apply as far as may be, in relation to Cost Auditor as they apply in relation to an auditor appointed under that Section.
- 4) An Audit conducted by Cost Auditor under this Article shall be in addition to an audit conducted by an auditor appointed under Article 180.
- 5) Cost Auditor shall have the same powers and duties in relation to an audit conducted by him as an auditor of a Company has under Section 227 of the Act, and the Cost Auditor shall make his report to the Company Law Board in such form and within such time as

may be prescribed by the Central Government, and shall also at the same time forward a copy of his report to the Company.

SERVICE OF DOCUMENTS AND NOTICES

193. 1) A document may be served on the Company or any officer thereof by sending it to the Company or the officer at the Registered Office of the Company by post under a certificate of posting or by registered post, or by leaving it at the Registered Office.
- 2) Each registered holder of shares shall from time to time notify in writing to the Company some place in India to be registered as his address, and such registered place or address shall be for all purposes be deemed his place of residence.
194. 1) Documents may be served by the Company on any member either personally by sending it by post to him at his registered address or if he has no registered address in India, to the address, if any, within India, supplied by him to the Company for giving of notices to him.
- 2) Where a document is sent by post, service thereof shall be deemed to be effected by properly addressing, preparing and posting a letter containing the document, provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by registered post with or without acknowledgement and has deposited with the Company a sum sufficient to defray the expenses of doing so, service shall not be deemed to be effected unless it is sent in the manner intimated by the member; and unless the contrary is proved, such service shall be deemed to have been effected.
- a) In the case of a notice of a meeting, at the expiration of forty-eight hours after the letter containing the same is posted, and
- b) In any other case, at the time at which the letter would be delivered in the ordinary course of post.
195. If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on the day on which the advertisement appears.
196. A notice may be given by the Company to the joint holders of a share by giving notice to the joint holder named first in the register in respect of the share.
197. A document may be served by the Company on the persons entitled to a share in consequence of 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 assignees of the insolvent, or by any like description at the address, if any in India supplied for the purpose by the person, claiming to be so entitled, or until such an address has been so supplied, by serving the

document in any manner in which the same might have been served if the death or insolvency had not occurred.

198. Subject to the provisions of these presents notice of General Meeting shall be given:

- a) To the members of the Company as provided by Article 79 A in any manner authorized by Articles 194 to 197 as the case may be.
- b) To the persons entitled to a share in consequence of the death or insolvency of a member as provided by the Article 199.
- c) To the Auditor or auditors for the time being of the Company, in any manner authorized by Article 193 as in the case of any member or members of the Company.

199. Every person, who by the operation of law, transfer or other means whatsoever shall become entitled to any share, shall be bound by every document in respect of such share which, previous to his name and address being entered on the register, shall have been duly served on or sent to the person from whom he derives his title to such share.

200. Any notice to be given by the Company shall be signed by the Managing Director, Technical, Executive or Administrative Directors or by such Director, Secretary or Officer as the Managing Director or Technical, Executive or Administrative Director may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

201. Any notice required to be given by the Company to its members or any of them and not expressly provided for by these presents, shall be sufficiently given if given by advertisement in one daily English and one daily vernacular newspaper circulating in the neighborhood of the Registered Office of the Company.

AUTHENTICATION OF DOCUMENTS

202. Save as otherwise expressly provided in the Act or these Articles, a document or proceedings requiring authentication by the Company may be signed by a Director, Managing, Technical, Executive or Administrative Director or Secretary or an authorized Officer of the Company and need be under its Seal.

SPECIAL NOTICE

203. 1) Where, by any provision contained in the Act or in these presents special notice is required of 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 and the day of the meeting.
- 2) The Company shall, immediately on receipt of the notice of the intention to move any such resolution, give its members notice of any such resolution in the same manner as it gives notice of the meeting, if that is not practicable, shall give them notice thereof, either by advertisement in a newspaper having an appropriate circulation or in other mode allowed by these Articles not less than seven days before the meeting.

RECONSTRUCTION

204. Subject to the provisions of Sections 394 and 494 of the Act, on any sale of the undertaking of the Company the Directors or the Liquidators on a winding up may, if authorized by a Special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other Company, whether incorporated in the Union of India or not, either then existing or to be formed for the purpose in whole or in part of the property of the Company, and the Directors, if the profits of the Company permit, or the Liquidators in a winding up, may distribute such shares or securities, or any other property of the Company amongst the members without realization, or vest the same in trustees for them; and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits, or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for the valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorized, and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights, if any, under Section 494 of the Act as are incapable of being varied or excluded by these presents.

WINDING UP

205. a) If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind, the whole or any part of the assets of the Company, available for distribution among members (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
- b) On a winding up, the assets available for distribution shall be applied first for payment of all arrears of dividend, whether earned or not on the preference shares, if any, as at the commencement of winding up secondly for repayment to the preference shareholders of the amount of capital paid-up on the preference shares and the balance, if any, shall be divided among the equity shareholders in proportion to the amounts paid-up as the equity capital held by them as at the commencement of the winding up.

THE SEAL

206. "The Directors shall provide a Common seal for 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 same shall never be used except by the authority of the Directors, or a Committee of Directors, one Director including the Managing Director, Technical, Executive or Administrative Director,

and the Secretary or any other person duly authorized by the Board, shall sign every instrument to which the seal is affixed provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Directors or the Managing Director, Technical, Executive or Administrative Directors to issue the same”.

(AS AMENDED VIDE SPECIAL RESOLUTION PASSED ON 20TH SEPTEMBER 1978)

207. The Seal, until otherwise directed, shall be in the custody of the Managing Director or Technical, Executive or Administrative Directors.

ANNUAL RETURNS

208. The Company shall make the requisite annual returns in accordance with the Act.

INDEMNITY AND RESPONSIBILITY

209. a) Subject to the provisions of Section 201 of the Act the Managing Director, Technical, Executive or Administrative Directors and other Directors and any officer or employee of the Company shall be indemnified by the Company against all claims, liabilities and all costs, losses and expenses (including traveling expenses) with the Managing Director, Technical, Executive or Administrative Directors and other Directors or other officer or employee of the Company may incur or become liable to by reason of any contract entered into or act or deed by them as such Managing Director, Technical, Executive or Administrative Directors or other Directors, officer or employee in any way in the discharge of their duties.
- b) Subject as aforesaid the Managing Director, Technical, Executive or Administrative Directors, or other Directors and every officer or employee of the Company shall be indemnified against any liability incurred by them or him in defending any proceedings whether civil or criminal in which judgment is given in their or in his favour or in which he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is given to him by the Court.
210. Subject to the provisions of Section 201 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency or 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 bankruptcy, insolvency or tortuous act of any person, Company or Corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment or oversight on his part, for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or relation thereto, unless the same happen through his own dishonesty.

MISCELLANEOUS

211. The Directors shall determine from time to time the days and hours during which the Registered Office shall be kept open.

SECRECY

212. Every Director, Managing Director, Technical, Executive or Administrative Directors, Manager, Secretary, Auditor, 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 Directors before entering upon his duties or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company, and the state of Accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required to do so by the Directors or by any meeting or by a Court of Law or by the person to whom such matters relate and except so far as may be necessary in order to comply with the provisions contained in these Articles.
213. No shareholders or other person shall be entitled to visit or inspect or examine the Company's books or Accounts of the Company, without the permission of the Managing Director, Technical, Executive or Administrative Directors, or the Director of the Company or to require discovery of or any information respecting any detail of the Company's business which in the opinion of the Director it will be inexpedient in the interests of the Company to communicate, except so far as authorized under the provisions of the Companies Act, 1956 or other Acts of the legislature applying to the Company.

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 respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names: -

Sl. No.	Names, addresses and descriptions of Subscribers	No.of Shares taken by each subscriber		Witnesses to the respective Signature
		Preference	Ordinary	
1.	C.V.S.Narasimharaju, Landholder, Etikoppaka, Vizagapatnam District	25	25	Ch.Suryanarayana
2.	Mootha Sarvarayudu, Vice - Chairman, Banker, Cocanada	-	50	
3.	Tenneti Viswanatham, Advocate, Vizagapatnam	15	35	
4.	K.Nageswararow, M.L.A., Landholder, Madras.	5	5	W. Lakshmanarow D.L.Narasimharaju W. Lakshmanarow
5.	T.Venkateswararow, Advocate, Bezwada	—	50	
6.	N.Venkatarangarow, Zamindar of Munagala Nadigadem, Krishna Dist	—	50	
7.	D.S.Prasad, Zamindar of Jayantipuram, Jaggayyapeta P.O., Krishna Dist.	—	50	
8.	K.Ramabrahmam, Merchant, Vizagapatnam	25	25	
9.	D.L.Narasimharaju, Managing Director Andhra Engineering Co. Ltd. Vizagapatnam	—	400	Ch. Ganeswararow
10.	S.V.D.Varma Maharajah of Jeypore, Waltair.	10	—	K.S.Viswanadham
11.	R.Suryarow, Landholder, Vizagapatnam	25	25	R.Sesharow
12.	V.Durgarow, Merchant, Vizagapatnam	—	5	K.Satyanandam
	TOTAL	105	720	

Dated the 9th day of December, 1936