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**MEMORANDUM OF ASSOCIATION  
AND  
ARTICLES OF ASSOCIATION  
OF  
FIBERWEB (INDIA) LIMITED**

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

**MEMORANDUM OF ASSOCIATION OF  
FIBERWEB (INDIA) LIMITED**

- i. The Name of the Company is FIBERWEB (INDIA) LIMITED.
  - ii. The Registered office of the Company will be situated in the Union Territory of Daman & Diu.
  - iii. The objects for which the Company is established are.
- A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:
1. To carry on the business buying, selling, exchanging, converting, processing, altering, importing, exporting of polyethylene, P.V.C. Nylon, HDPE, LDPE, P.P. Polystyrene and various other Plastic Powders, Papers, Hessian, Jute, Canvas, Aluminium Foil, Fabric Cloth, P.V.C. Compounds, Solvents and Lamination materials, making pipes, Tubes, Fittings.
  2. To carry on the business of dealers, stockists, distributors, exporters, and importers of raw materials intermediates and finished products in the field of:
    - (i) Plastic organic and/or inorganic chemicals, polythene, papers, PVC, Nylons, Solvents, oils, perfumes, aromatic chemicals, fine chemicals, light and heavy chemicals, synthetic resins and Plastic and compositions derived therefrom, photographic chemicals and papers, Plasticizers, Sensitised paper.
    - (ii) Adhesive plastic coated films, fabrics and sheets, various laminations of plastic with hessians, paper aluminium foils, celluloid, cellophane, plastic sheets, and powder bonded sheets, plywood, masonite like sheets and materials prepared therefrom and such other articles.
- B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:
1. To establish, purchase, take on lease or otherwise acquire and run shops, showrooms, distributing centres, stores or depots at any place in India or aboard.
  2. To imports, purchase or otherwise acquire, install work, alter, improve, prepare for market, hold, use or develop and to sell in hire purchase or any other basis and on such terms and conditions as the directors of the Company may deem necessary and desirable all type of machinery and plans, patented or otherwise, apparatus, appliances, tools and components, spares and accessories which may be used for all or any of the objects of the Company which may in the opinion of the directors be conveniently combined with any or all the objects of the Company.

3. To purchase take on lease or otherwise acquire and to hold and maintain land rights over or connected with land, concession, mills, factories, sidings, plants, machinery, building, works, apparatus, implements, stock and trade, patents, inventories, immovable property of any kind which may be deemed necessary or convenient for the purpose of the Company.
4. To purchase, acquire and under make all or any part of business, property and liabilities of any person or company carrying on or in possession of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
5. To pay for any property, right or privileges acquired by the Company or for the service rendered or to be rendered in connection with the promotion of or the business of the Company or for acquisition of any property for the Company or otherwise either wholly or partially in cash or in shares, bonds, debentures or the other securities of the Company and to issue any shares either as fully paid or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or part of the property of the Company. While doing so the Company shall comply with all requirements of law for the time being in force.
6. To sell, exchange, mortgage, let on lease, royalty or tribute grant licenses, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stock, shares, whether fully or partly paid up, or securities of any other company.
7. To improve, manage, cultivate, develop, exchange, let on lease, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the properties and rights of the Company on such terms as the Company shall determine and to supply power, light, heat and to lay out land for building purposes and to sell the same and to build on, improve, let on building leases, advancing money to persons building or otherwise to develop the same.
8. To sell or subject to any rights, concessions, or license obtained or contracts entered into and generally to sell the whole or any part of the property and business of the Company for cash or for shares whether fully paid up or not, debentures or securities as are distributed in special amongst or otherwise.
9. To remunerate any person of company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares on the Company's capital or debentures stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
10. To subscribe for, acquire, hold, sell and otherwise deal in shares, stock, debentures stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any Company (Body corporate or undertaking) of whatever nature and whatsoever, constituted or carrying on business in shares, stocks, debentures, debentures stock, bonds, mortgages obligations and other securities issue or guaranteed by any Government, Sovereign ruler, commissioners, trust, municipal, local or other authority or body of whatever nature whether in India or elsewhere.

11. To guarantee the performance of any contract or obligation of and the payment and repayment of money and interest or premiums payable on any stocks, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects of the Company or the interest of its shareholders.
12. To apply for purchase or otherwise, acquire and protect, prolog and renew in any part of the world any patents, patent rights, brevets, invention, trademarks, designs, licenses, protections, concession, monopolies and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privileges which may seem capable of being used for any of the purpose of the Company or of the acquisition of which calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses or privileges in respect of, or otherwise turn to account, the property rights and information so acquired and to carry on any business in any way connected therewith.
13. To expand money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes of information of the Company or which the Company may acquire or propose to acquire.
14. To establish, provide, maintain and conduct or otherwise subsidies research laboratories and experimental workshops, for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings, and conferences and by providing or contributing to the award of scholarships, prizes, grants to students, or otherwise, generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventories of any kind that may be considered likely to assist any business which the Company is authorized to carry on.
15. To insure with any other Company, firm or persons against losses, damages and risks of all kinds which may effect the Company, provided that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employees liability assurances, industrials assurance, motor assurance or any business of insurance or re-insurance within the meaning of the Insurance Act, 1938, or any Act amending, extending or re-enacting the same.
  - a. To receive moneys, securities or valuables on deposit at interest or otherwise from persons having dealing with the Company or for custody on any terms whatever, provided the Company shall not carry on the business of banking, as defined under the Banking (Regulations) Act, 1949. Nor shall such transactions, tantamount to carry on banking business.
16. To lend and advance money, either with or without security and gives credit to persons firms or body corporate including government and upon such terms and conditions, as the Company may think fit.
17. To undertake financial and commercial obligations, transactions and operations of all kinds.

18. To invest any money of the Company in such investments (other than shares or stocks in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
19. To receive money on deposit or loan, borrow or raise money as the Company shall think fit and in particulars by the issue of debentures, or debentures stock (perpetual or otherwise) and to secure the repayment of any of the money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets the Company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other persons or Company of any obligation undertaken by the Company or any other person or Company as the case may be.
20. To procure the registration or recognition of the Company in/or under the laws of any place outside India.
21. To open any kind of account in any Bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
22. To engage, employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistants, clerks, coolies and other servants and labourers and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensations, pension or gratuity or other benefits to any such person or to his widow or children and generally to provide for the welfare of all employees.
23. To form, incorporate or promote any Company or Companies, whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other objects or object which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in obtaining subscriptions for or placing or assisting to place or to obtain subscriptions of or for guaranteeing the subscriptions of or for the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of the Company or any stock, shares, bonds, debentures, obligations or securities of any other Company held or owned by the Company or in which the Company may have an interest or in or about the information or promotion of the Company or the conduct of its business or in or about the promotion or information of any other Company in which the Company may have an interest.
24. To enter in to any arrangements and to take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purposes or directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the

Company or its members and to promote or assist the promotions, whether directly or indirectly, of any legislation which may appear to be in the interests of the Company and to oppose and resist, whether directly or indirectly any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any company, any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, contracts, decree, rights, privileges or concessions.

25. To amalgamate or to enter into partnership or into any arrangements for sharing profits, union of interests, co operations, or for limiting competition with any person or persons or companies carrying on or engaged in, or about to carry on or engage in or being authorized to carry on or engage in, any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
26. To adopt such means of making the products of the Company as may seem expedient and in particular by all means of advertising in the radio, television, press, by circulars, by purchase, and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
27. To create any depreciation fund, reserve fund, insurance fund, sinking fund, or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company or by way of development Rebate Reserve, investment Reserve or for redemption of debentures or redeemable preference shares or for any other purpose conducive to the interests of the Company.
28. To assist any other Company under the same management within the meaning of the Companies Act, 1956 or any statutory modification thereof in any manner and to any extent including the giving of loan and guarantees or the providing of securities of any kind whatsoever in connection with any loan given to the latter by any person, firm, or body corporate.
29. To apply the assets of the Company in any way in or establishment, maintenance or extension of any association institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including any association, institution or fund for the protection of the interests of masters, owners and employers against loss by bad debts, strikes, combinations, fire, accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families of dependants and whether or not in common with other persons or class of persons and in particulars of friendly cooperatives and other societies, reading rooms, libraries, educational and charitable institutions, refractories, dining and recreation rooms, places of worship, schools, hospitals, residential, buildings, bungalows, hotels, offices, ware houses, godowns, structures, erections, parks, gardens and to grant charities, gratuities, pensions and allowance and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever and to form, cultivate and otherwise develop the lands for the Company or in possession of the Company.

30. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or property, rights or interest acquired by, belonging to the Company in any person or Company of or for the benefit of the Company and with or without any declared trust in favour of the Company.
31. To aid pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or surmounting for industrial or labour problems or troubles or the promotion of industry or trade.
32. To subscribe, contribute or otherwise to assist in guarantee of money for any national, charitable, benevolent, public, general or useful object for any exhibitions.
33. Subject to the provisions of Section 78 of the Companies Act, 1956 to place, to reserve or to distribute as dividend or bonus shares among the members or otherwise to apply as the company may from time think fit any moneys belonging to the company including those received by way of premium on shares or debentures issued by the Company at a premium and any moneys received in respect of dividends accrued on forfeited shares and money arising from the re-issue by the company of forfeited shares.
34. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation fund or welfare funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emolument to any persons who are or were at any time in the employment or service of the company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any subsidiary company or who are or were at any time director or officers of the company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish subsidies and subscribe to any institution, association, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
35. In the event of winding up to distribute among the members in specie and property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction(if any) for the time being required by law.
36. To manage lands, buildings, houses and any other belonging to the company and to collect rents and income and supply to tenants and occupiers of all kinds of conveniences and advantages.
37. To institute and to defend any suit, appeal, applications for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to enforce and where need be to contests any awards and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.
38. To do all or any of the above things, either as principals, agents, trustees, contractors and either alone or in conjunction with others and either by or through agents, subcontractors, or trustees.



39. (a) To undertake, carry out promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area and to incur an expenditure on and programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner, without prejudice to the generality of the foregoing, “programme of rural development” shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Director consider it likely to promote and assist rural developments and that the words “rural area” shall include such area as may be regarded as rural areas under provisions of the Income tax act,1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion, in order to implement, any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership o f any property of the company to or in favour to any public or local body or authority or central or state government or any public institutions or trusts of funds as the directors may approve.
- (b) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the directors may consider to be social responsibilities to the company to the public or any section of the public as also any activity which the Director consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publishing any books, literature, newspaper or for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistances to deserving students or other scholars or persons to enable them to prosecute their studies for academic pursuits or research and for establishing, conducting or assisting any institutions, funds, trusts etc. having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner, and the directors may at their discretion, in order to implement any of the above mentioned objects or purpose, transfer without consideration or at such fair concessional values as the Directors may think fit and divest the ownership of any property of the company to or in favour of any public or local body or authority or central or state government or any public institutions or trusts or fund as the directors may approve.
40. To apply for the tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects of business or any of them, and to undertake, carry out, dispose of or otherwise account the same.
41. To indemnify members, officers, directors, agents and servants of the company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the company or any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto.



42. In furtherance of the aforesaid objects of the company among other things:
- a. To enter into negotiations with and entire arrangements and contracts and conclude the same with foreign or Indian parties and other persons for obtaining by grant, license and/or on other terms, formulations and other rights and benefits and to obtain technical and engineering information, assistance and service, know-how and expert advice for installation of plant and machinery, production and manufacture of any product and
  - b. To pay for technical know-how, technical and engineering assistance and information and/or service, rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise.
  - c. To pay to promotes such remunerations and fees and otherwise compensate for their time and for the services rendered by them.

C. OTHER OBJECT:

1. To manufacture, assemble, fabricate, import, export, buy, sell, distribute, lease out or otherwise deal in all kinds and types of hand tools such as spanners, wrenches, pilers. Water pump, pilers, allenkeys, srew drivers, wrench pipes, chisles. Sledges, hammers, pick axes, nuts, bolts, bolt clappers, wire cutters, hacksaw blades, socket sets, vice screws, automatic machinable materials, dies, tools, jigs, fixtures, electronic, and mechanical instruments, goods and equipment and alied products used in any industry or for defence communications, aviation, transport, medical, research, recreational, educational or domestic purpose and install, service or repair, overhaul and maintain all such equipments.
2. To carry on the business of electrical engineers, of electricians, contractors, manufactures, constructors, suppliers of and dealers in all kinds of electric and electronic appliances electric motors, pumps, starters, fans, lamps, furnance, household appliances, batteries, cables, wirelines, drycells, accumulators, lamps and works and to generate distribute and supply electricity for the purpose o flight, heat motive power and to manufacture for which electric energy can be employed and to manufacture and deal in all apparatus and things required or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity including in the term electricity power that may be directly or indirectly derived there from or may be incidental hereafter discovered in dealing with electricity.
3. To manufacture or deal in bricks, tiles, sanitary ware, bathroom fittings and fixture, flushing, cisterns, commodes, wash basins, pipes and tubes of plastics, clay earthernware, pottery articles china and terracotta and ceramic wares of all kinds and to carry on business as quarry masters and stone merchants.
4. To carry on the business of manufacturer, repairer, contractor, importer, exporter or otherwise dealers in furniture and fixtures made from wood, bras, iron, steel, fibre, glass, plastic or other alloys and to carry on the business by wholesale or retail and manufacturing of house furnishers, upholsters and dealers in and hirers, repairers, cleaners, stores and warehouses or furniture, carpets, linoleum, furnishing fabrics and other floor carvings, household utensils, china and glass goods fittings, colourful curtains, handmade home furnishings, designers, consultants, contractors, furnishers, designers, consultants and planners of buildings land spaces.

5. To carry on the business as manufacturers, dealers, contractors, processors, exporters, importers, buyers, sellers, distributors, and agents in all kinds of colours, chemicals, insecticides, fumigants, weedicides, pesticides, colouring materials, pigments flakes, paints, warnishes, lacquers, finishes, dyes, toners, perfume and flavouring chemicals, rubber chemicals resinuous materials customers, gums, glues and adhesive composition plastisers surface active agents, tanning agents, coatings, resins, drugs, solvents, marine chemicals, acids, alkalies, hormones and trace elements.
6. To manufacture, purchase, sell, import-export or otherwise deal in all kind of paper newsprint, paperboard, hardboard, fibre board, chipboard, corrugated paper, transparent paper, craftpaper, carbons, inks and corks.
7. To carry on the business of stationers, printers, publishers, lithographers, stenotypers, offset printers, electrotypers, photographic, printers, photo lithographers, printers, engravers manufactures and dealers in pencils, fountain pens, stamps, complimentary and fande cards and valentine, designers, draftsman, ink, manufactures, advertising agents, booksellers, envelop manufacturers, account book manufacturers and briders.
8. To carry on the business of drapers, customers, robe dress and mantle makers, tailors, silk, mercers, maker and suppliers of princely wares, clothing linger and trimming of every kind, corset makers furrier general drapers, haverdashers, milliners, hoseires, gloves, lace makers and dealers, feather dressers and merchants, hatters and to purchase, manufacture, treat, import, sell, export, let on hire, alter or otherwise deal with either as principals or agents, either solely or in partnership with others sewing coughing, button holes, button holdings and stitching cutting, machineries, of all kinds snap buttons, needles, safety pins buckles and other tailoring and allied materials, all kinds of synthetics fibres, handspun handwoven, khadi, cotton, silk and woolen fabrics.
9. To carry on business of timber and lumber yard and saw mill proprietors and to buy, sell, prepare for market, import, export and deal in timber and wood of all kinds and to manufacture and deal in plywood blocks for flooring and other purpose boxes, windows, doors, wood pulp, masts, spare, derricks sleepers wholly or partly made wood bricks, cements or stone and to carry on business of logging and lumbering, purchasing, acquiring and leasing timber berths.
10. To set up steel furanances and to carry on the business of iron founders, metal founders, metal presses, metal rollers, metal works, rolling mills, metal convertors, manufacturers of metal, metal fittings and other utensils, mechanical engineers and manufacturers or workshops equipments, ball and roller bearings compressors, medium and light machines and tools, industrial and agricultural implements and machinery, power driven or otherwise, brass founders, boiler makers, mill wrights, machinists, galvanizers, electroplaters, iron and steel converters, smiths, wood workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas makers, painters, metal-lurgists carries, contractors and merchants and to buy sell, manufacture, repair, covert, alter let on hire and deal in machinery, implements, rolling stocks, metal hardwares of all kinds.
11. To carry on the business as transporters and travelling agents.

12. To carry on the business as horticulturist and to grow, improve, produce and deal in all types of flowers, plants, pots, flower seed, and fertilizers and to manufacture, sell, purchase, repair, import, export or deal in horticultural and dairy machinery tools and implements.
13. To cultivate grow, produce, or deal in any vegetable product for the time being required for any of the manufacturers which the company is authorized to undertake and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk cream, cheese butter, poultry and provision of all kinds, growers of land dealers in corn, hay and straw, seed men and nurserymen and to buy, sell and trade in any goods, usually traded in any of the above business.
14. To buy, sell, import, manipulate, treat, prepare, deal in cotton, jute, hemp, wool, yarn, artificial silk yarn, rayon, silk, staple, trade in products of the earth of all kinds, machinery, leather goods, hardware, metal rolles for textiles and other.
15. To carry on the business of manufacture and sale of architectural fittings architectural panels, door windows or staircase fittings domestic or industrial furniture, grills, glasses or any other fabricated materials used in construction of buildings., These may be made from steel, anodized or unanodized aluminium, wood sponge, plastic, rubber or any other materials.
16. To carry on business as financiers, capitalists, commercial agents mortgages brokers, financial agents and advisers.
17. To carry on business as house, land, estate agents, and to arrange or undertake the sale, purchase or advertise for sale or purchase assist in selling or purchasing and find or introduce, purchasers or vendors of and to manage land, buildings and other property, whether belonging to the Company or not and to let any portion or any premises for residential, trade or business purposes or other private or public purposes and to collect rent and income and to supply to tenants and occupiers and other refreshments, club, public halls, messengers, lights, waiting rooms, reading rooms, melting rooms, lavatories, laundries, conveniences electric convenience, garages and other advantages.
18. To purchase, take on lease or exchange or otherwise acquire real and personal property of all kinds and in particulars land, oil wells refiners mining rights, mineral ores, buildings, machinery plants shares, licenses, concessions, easement and other rights and privileges which it may seem necessary or in connection with and of the business of the company and whether for the purpose of resale or realization or otherwise.
19. To acquire, preserve and disseminate useful information in connection with trade, commerce and industry throughout all markets and to carry out all market surveys and to carry out any investigation, inquiries, services, analysis or otherwise as may be considered useful.
20. To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace and to hire, manage and control buildings, offices, factories, workshops, machinery, engines, roadways, railways, branches or sidings, bridges, reservation, water resources, wharves, electric works and convenience which may seem calculated directly or indirectly to advance the interest of the Company and to join with any other person or company in doing any of these things.

21. To work mines or quarries and to prospect for search for, win get crush, smelt calcine, concentrate, refine, dress, amalgamate, manipulate, prepare for the market or otherwise exploit, export, or deal in metals and metallic minerals of all kinds precious and other stones and to carry out all kinds of mining metasurging operations and to carry on the business of manufacturing metals and metallic alloys including special of all kinds of all kinds and to manufacture galvanized and plated and clad irons and steel as well as other metals of all kinds.
22. To carry on the business of producers as well as refiners of all kinds of metals including all precious metals and as manufacturers, importers, exporters of and dealers in sheet, circle, rods, electrodes and wires of all metals and alloys including precious metals and also as manufacturers of solders of all kinds including silver solders.
23. Either in India or elsewhere to erect, purchase or lease or otherwise acquire any mills, works, machinery and other real and personal property appertaining to the goodwill of any interest in the business or manufacturing any products.
24. To be interested in, promote and undertake the formation and establishment of such institution, business and companies (industrial, agricultural, trading, manufacturing or other and particularly cotton mill, flour mills, oil mills, paper mills, ginning and processing factories, printing presses, factories for the manufacture and production of cement and allied products and factories) as may be considered to be conducive to the profit and interest of the company and also to acquire, promote, aid, foster, subsidies or acquire interests in industry or undertaking in any country or countries whatsoever.
25. To establish agencies in India and elsewhere for sale and purchase and regulate and discontinue the same.
26. To carry on the business of agency any manufacturers, representatives to execute and to carry out agreements and sole agency or other similar agreements and may appoint sub-agents or distributing agents in connection with the business of the company.
27. To carry on business of manufacturing, processing, buying, trading and otherwise dealing in all types of raw materials used for manufacturing plastics, selling plastics products of all kinds and all sorts of plastic and allied materials including thermosetting and thermoplastic materials and adoption of all processes including blow moulding, injection, extrusion, compression vacuum forming, fabrication, brushing, spraying, laminating, dipping, impregnating or any other application by any method whatsoever.
28. To carry on all or any of following business namely, cotton spinners and doubles, flex, hemp and jute spinners, linen manufacturers, flex, hemp and jute and wool merchants, wool combers, worsted spinners, woolen spinners, yarn merchants, worsted stuff manufacturers, bleachers and dyers and markers of vitriol, bleaching and dyeing materials and to purchase, comb, prepare spin otherwise manufacture, buy and sell and deal in lien, cloth and fabrics, whether textiles, terycotton, felt, netted or looped and to supply power.
29. To carry on business as milliners, hatters, glovers, boot and shoe manufacturers, rug carpet and mat manufacturers, sport goods manufacturers, travelers equipments manufacturers, feather and down purifiers and manufacturers, embroiderers, kemstitchers, plasters, knitter, plaiters, lace makers, brace and bait makers, futtiers, pelmet makers, stencillers,

bleachers, printers, Fancy goods dealers and as house, office and shop furnishers, outfitters and general storekeepers.

30. To carry on business as manufacturers of and dealers in plus, teren, velvet, velveteen, cambric, muslin, flanne, felt, flock, shoddy, canvas, tape wabbing, oilskin and water proofs.
31. To carry on business as manufactures and suppliers of and dealers in tassels robes dress and mantle, gold, lace, braids, cords embroiders, furs, ribbons, fans, perfumes and flowers, buttons, threads, ornaments, fringes, chalk, pattern, cards, prints, sewing machines, aquares, measures, lingerie and trimmings or every kind and correct fittings, equipments and requisites of all kinds.
32. To acquire feel of leasehold estate and to purchase lease, construct or otherwise acquire or provide in any place in which any part of the business of the company may from time to time be carried on all such offices, warehouses, buildings, house for employees and directors, machineries, engineer, plant and appliances as may be considered requisite for the purpose of carrying on the business of the company or any part thereof.
33. To manufacture, export, import, sell, supply and otherwise deal in readymade to measure garments of all kinds and types and in particulars shirts, trousers, night dress, swimming dresses, sleeping suits, dressing gowns, children wear, handkerchiefs, ladies wear, coats, sport jackets, and underwear from cotton, silk wool, terylene, terry cotton, synthetic fibres and mixtures thereof and all other textiles.
34. To provide services and assistance of all kinds which in the opinion of the company are essential for the furtherance of above mentioned objects of the company.
35. To carry on business as general merchants, importers, exporters, wholesalers, retailers, shopkeepers, commission agents, sole selling agents, sub agents, shopping and clearing agents of any person firm or company, indenters, distributors, mercantile agents, hirers, manufacturers' representative, agents for foreign or local firm or companies or association or other bodies and generally as dealers in all kinds of commodities or articles whether raw materials or manufactured articles and whether finished or semi finished state.
36. To act as organizers, contractors, promoters or agents of any Co-operative societies, private or public or any other institution or any Government or Semi-Government bodies and to undertake either on its own or on behalf of such co-operative housing societies, private or public bodies, the business as agents for sale of flats, houses, township and to deal in the properties and lands as traders and to make investment in any kind of properties and land either for the purpose of holding it for resale or for giving the property in exchange for rent, lease exchange anywhere in India, subject to the provisions of any laws for the time being in force.
37. To manufacture, fabricate, manipulate, alter, assemble, improve, produce, prepare for market, buy, install, survey, import, export and otherwise deal in all kind of cylinders, tanks, containers, barrels, drums and to manufacture any items of metal and alliance and metallurgical products such as iron and steel non-ferrous metals like copper, aluminium and magnesium.
38. To carry on the business of importing, exporting, prospecting and boring for extracting, pumping, drawing, transporting, refining, and dealing in natural gases, petroleum and

other mineral, oil and fuels and /or manufacturing of all kinds of petroleum products and to contact, lay down and maintain pipelines, pumping stations and appliances for the transportation of natural gases and petroleum.

39. To carry on the business of manufactures of and dealers in sheet glass, plate glass, wired glass and all sorts of glass and glass wares.
40. To search for, get work, raise, make merchantable, buy, sell, deal in iron, coal, stones, brick earth, bricks and other metals, minerals and substances and to buy, sell, manufacture and deal in minerals and minerals products.
41. To carry on the business of ship owners, ship builders, ship breakers, boat builders, builders of shipping accessories, apprentice tools, machinery and other shipping property and to do business as freight contractors, barge-owners, lightmen, helmsmen, ferrymen, forwarding agents, owner of motor boat, steam launches, warehousemen, wharfinger and otherwise as carties by land and water.
42. To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the company or in that of any nominee shares, stocks, debentures stock, bonds, notes, obligation, deposit certificate and securities issued or guaranteed by any company whether incorporated or carrying on business and debenture, debenture stock, bonds, notes, obligations deposit certificates issued or guaranteed by any government sovereign, ruler commissioner, public body or authority, supreme, dependant, municipal local or otherwise in any part of the world.

The company in this memorandum when applied otherwise than to this company shall be deemed to include authority, partnership or the body or persons whether incorporated or not incorporated and other intension is that the objects set forth in each of the several paragraph of this clause shall have the widest possible construction and shall be in no manner limited or restricted by reference to or inference from the terms of any other paragraph of this clause or the name of the company.

IV. The liability of the members is limited

V. The Authorized share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores Only) dividend into 5,00,00,000 (Five Crores Only) Equity shares of Rs. 10/- each with power to increase and reduce the capital of the Company and to divide or subdivide the shares in capital for time being into several classes and to attach there to respectively such preferential qualified or special right, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to modify or abrogate of any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being in force.

CLAUSE V AMENDED VIDE SHAREHOLDERS RESOLUTION PASSED THROUGH POSTAL BALLOT-26<sup>TH</sup> FEBRUARY, 2018



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

Name, description, address and occupation to the subscribes (Address Common for all)	Numbers of Equity Shares taken by Subscriber	Signature of the witnesses and their addresses, description and occupations
Smt. Bhanumati Shantila Kanakia	10 (Ten)	
Mr. Nitin Shantilal Kanakia	10 (Ten)	
Smt. Prafulla Nitin Kanakia	10 (Ten)	Mahendra V. Sanghavi S/o, Vallabhdas, Sanghavi, B.Com., L.L.B., F.C.A., 7, Prabhat Bhanusali Lane, Ghatkopar (E), Bombay - 400077.
Mr. Mahendra Shantilal Kanakia	10 (Ten)	
Smt. Nalini Mahendra Kanakia	10 (Ten)	
Smt. Nayana Ranjitbhai Kanakia	10 (Ten)	
Mr. Deepak Shantilal Kanakia	10 (Ten)	
114/C, R.K. WADI, V.P. ROAD, Bombay - 400004.		
	Total 70 (Seventy) Equity Shares	

Dated 30<sup>th</sup> day of September, 1985 at Ahmedabad.

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

**ARTICLES OF ASSOCIATION**  
**OF**  
**FIBERWEB (INDIA) LIMITED**  
**PRELIMINARY**

**Interpretation:**

1. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification, thereof in force at the date at which the articles become binding on the company.

The material notes hereto shall not affect the construction hereof and in these presents, unless there be something in the subjects or context inconsistent therewith.

“The Articles” means the companies Act, 1956 and include where the context so admits any re-enactment or statutory modification thereof for the time being in force.

“The Act” means these Articles of Association as originally framed or as from time to time altered by special resolution.

“The Company” means FIBERWEB (INDIA) LIMITED

“The Directors” means the Board of Directors of the company for the time being of the Company.

“Board of Directors” or “The Board” means and shall include Managing Director or Joint Managing Director but shall not include any employee designated as “Executive Director or”

“Works Directors” or by any other word prefixed to the word “Director”

“The Managing Director” means the Managing Director or Joint Managing Director for the time being of the Company.

“Executive Director” means the Executive Director of the Company for the time being but he shall not be a member of the Board of Directors.

“The Secretary” means the Secretary for the time being of the Company

“Exchange” means the Stock Exchange or Exchanges where the shares of the Company are listed for the time being.

“The Office” means the registered office of the Company for the time being

“The Register” means the register of members to be kept pursuant to Section 150 of the Act.

“Dividend” include the bonus

“Member” means person whose name is entered in the Register of Members as holding any shares either solely or jointly

“The Registrar” means the Registrar of Companies of the state where the registered office of the Company is situated.

“Month” means English calendar month

“Year” means a calendar year and financial year shall have the meaning assigned thereto by section 2(17) of the Act.

“Proxy” includes Attorney duly constituted under a power of Attorney

“Seal” means the common seal of the Company

“In writing” and “Written” shall include printing, lithography and other modes of representing or reproducing words in a visible form.

Words importing the singular numbers only include the plural number and vice-versa.

Words importing the masculine gender only include the feminine gender

Words importing the persons include corporations.

#### **Table “A” not to apply**

2. The articles contained in these articles of Associations shall over rule the regulations contained in Table “A” in the first schedule to the companies Act, 1956. The Articles of Association referred to in this paragraph shall be subject to any exercise of the statutory power of the Company in reference to the repeal or alteration of, or addition to, its regulation by special resolution, as prescribed by the Companies Act 1956, and the Article of Association shall refer to the Articles as existing from time to time.

### **SHARES**

#### ***Share Capital***

3. The Authorized share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores Only divided into 5,00,00,000 (Five Crores Only) Equity shares of Rs. 10/- each with power to increase and reduce the capital of the Company and to divide or subdivide the shares in capital for time being into several classes and to attach there to respectively such preferential qualified or special right, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to modify or abrogate of any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being in force.

\*ARTICLE 3 AMENDED VIDE SHAREHOLDERS RESOLUTION PASSED THROUGH POSTAL BALLOT- 26<sup>TH</sup> FEBRUARY, 2018

#### ***Redeemable Preference Shares***

4. Subject to the provision of these Article, the Company shall have power to issue Preference Shares carrying right to redemption out of profits which would otherwise be available for dividend, or out of the proceeds of a issue of shares made for the purpose of such redemption, or liable to be redeemed at the option of the company, and the board may subject to the provision of section 80 of the Act, exercise such power in such manner as it thinks fit.

***Allotment of Shares:***

5. Subject to the provision of these Articles, the shares be under the control of the Board who may allot or otherwise dispose off the same to such persons on such terms and conditions, and at such times as the board thinks fit and with power to issue any shares as fully paid up in consideration of services rendered to the Company in its formation or otherwise, provided that where the Board decide to increase the issued capital of the company by the issue of further shares, the provision of section 81 of the Act will be compiled with. Provided further that the option or right to call or shares shall not be given to any person except with the sanction of the company in general meeting.

***Issue of Shares at a Discount***

6. Subject to the provision of section 79 of the Act, it shall be lawful for the company to issue at a discount shares of a class already issued.

***Commission for placing shares.***

7. The Company may, subject to compliance with the provisions of Section 76 of the Act, Exercise the power of playing commission on the issue of shares and debentures. The commission may be paid or satisfied in cash or shares, debentures or debenture stock of the company.

***Brokerage.***

8. The company may pay a reasonable sum of brokerage, subject to the ceiling prescribed under the Act.

***Trust not recognized.***

9. Save as herein otherwise provided, and subject to section 187 C of the Act, the company shall be entitled to treat the registered holder of any shares as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or as by law required, be bound to recognize any trust, benami or equitable or other claim to or interest in such shares on any fractional part of a share whether or not it shall have express or other notice thereof.

**CERTIFICATE**

***Certificate.***

10. The certificate of title to shares shall be issued under the Seal of The company

***Members right to Certificate.***

11. Every member shall be entitled free of charge to one certificate for all the shares of each class registered in his name or, if the Board so approves to several certificate each for one or more such shares. Unless the conditions of issue of any shares otherwise provides, the company shall either within three months after the date of allotment and on surrender to the company of its letter making the allotment or of its fractional coupons of requisite value (save in the case of issue against letters of acceptance or of renunciation or in case of issue of bonus shares) or within one month of receipt of the application for registration of the transfer, or any of its shares, as the case may be complete, and have ready for delivery the certificates of such shares.

***As to issue of new certificates.***

12. (1) If any certificate of any share of shares be surrendered to the company for sub-divisions or consolidation or if any certificate be defaced, torn or old, decrepit, wornout or where the cages on the reverse for recording transfer have been duly utilized, then upon surrender thereof to the Company, the Board may order the same to be cancelled and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed, then upon proof thereof to satisfaction of the Board, and on such indemnity as the Board thinks fit being given a new certificate in lieu thereof, shall be given to party entitled to the shares to which such lost or destroyed certificate relate. Where a new certificate has been issued as aforesaid it shall state on the face of it and against the stub or counterfoil that it is issued in lieu of a share certificate or is a duplicate issued for the one so replaced and in the case certificate issued in place of one which has been lost or destroyed, the word duplicate shall be stamped or punched in bold letters across the face thereof. For every certificate issued under this Article, there shall be paid to the company such out of the pocket expenses incurred by the company in investigating evidence as the Board may determine.

***Fee on Subdivision of Shares, issue of new certificate etc.***

- (2) No fee shall be charged for sub-division and consolidation of shares and debentures certificates and for sub division of letters of allotment and split, consolidation, renewal and pucca transfer receipts, into denomination corresponding to the market units of trading, for sub-division of renounceable letters of rights; for issue of new certificate in replacement of those which are old, decrepit or worn out, or where the cages on the reverse for recording transfer have been fully utilized. Provided that the Company may charge such fees as may be agreed by it with Stock Exchange with which its shares may be enlisted for the time being for issue of new certificates in replacement of those that are torn, defaced, lost or destroyed, and for sub-division and consolidation, of shares and debenture certificates and for sub-division of letters of allotment and split consolidation, of shares and debentures certificates and for sub-division of letters of allotment and split consolidation, renewal and pucca transfer receipts into denominations other than those fixed for the market units of trading.

**JOINT HOLDER OF SHARE**

13. Where two or more persons are registered as the holders of any shares they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to provision following and to the other provisions of these Articles relating to joint holders:

***Maximum Numbers.***

- (a) The Company shall not be bound to register more than three person as the joint-holder of any share.

***Liability severall as well as joint***

- (b) The joint holder 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 shares.

***Survivors of Joint Holders only recognized***

- (c) One the death of any of such joint holders the survivor or survivors shall be the only person recognized by the company as having any title to or interest in such shares but the board may require such evidence of death as it may deem fit.

***Delivery of Certificates.***

- (d) Only the person whose name stands first in the register as one of the joint holders of any shares shall be entitled to delivery of the certificates relating to such shares.

**CALLS**

***Calls***

14. The Board may, from time to time, subject to the terms on which any shares, may have been issued, and subject to section 91 of the Act, make such calls as they think fit upon the members in respect of all money unpaid on the shares held by them respectively, and not by the conditions of allotment hereto made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by installments.

***When call deemed to have been made.***

15. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed.

***Notice to call.***

16. Not less than 30 days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

***Restriction on power to make calls and notice***

17. No call shall exceed one half of the nominal amount of a share, or be made payable within one month after the last preceding call was payable.

***Amount payable.***

18. If by the terms of issue of any share or otherwise, the whole or part, of the amount of issue price thereof is made payable at any fixed time or by installments at fixed times, every such amount issue price or installment thereof shall be payable as fit 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 shall apply to such amount or issue price or installment accordingly.

***Interest to be charged on non-payment of calls.***

19. If the sum payable in respect of any call or installment be not paid on or 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 pay interest for the same at the rate of 18 per cent per annum, from the day appointed for the payment thereof to the actual payment or at such other rate as the Board may determine but they shall have power to waive the payment thereof wholly or in part.

***Evidence in actions by company against shares holders***

20. One the trial or hearing of any action or suit brought by the company against any member or his representative to recover any debt or money claimed to be due to the company in respect of his shares, it shall be sufficient to prove that the name of the defendant is, or was. When the claim arose, on the Register of the company 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 call is duly



recorded in the minute books and that the amount claimed is not entered as paid in the books of the Company, and it shall not be necessary to prove the appointment of the Directors who have made any call nor that a quorum of directors was present at the meeting at which any call was made nor that such meetings was duly convened or constituted, nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

***Payment of calls in advance***

21. The Board may, if it thinks fit, receive from any members willing to advance the same, all or any part of the money due upon shares held by him beyond the sums actually called for, and upon the money so paid or satisfied in advance, or so much thereof as from time to time exceeds the amounts of calls then made upon the share in respect of which such advance has been made, the company may pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, 6 per cent per annum as the member paying such sum as advance and the Board agree upon. Money so paid in excess of the amount of call shall not rank for dividends or confer a right to participate in profits. The Board may at any time repay the amount so advanced upon giving such members not less than three months notice in writing.

***Revocation of Calls.***

22. A call may be revoked or post pone at the discretion of the Board.

**FORFEITURE AND LIEN**

***Notice may be given at calls or installment not paid***

23. If any member fails to pay any calls or installment on or before the day appointed for the payment of the same, the Directors may at any time thereafter, during such time as the call or installment remain unpaid, serve a notice on such member requiring him to pay the same together with any interest that may have accrued and expenses, they may have been incurred by the company by reasons of such non payment.

***Form of Notice.***

24. The notice shall name a day (not being less than 30 days from the date of notice) and a place on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non payment at or before the time, and at the place or places appointed, the shares in respect of which such all was made or installment is payable will be liable to be forfeited.

***If notice not complied with shares may be forfeited.***

25. If the requirement of any such notice as aforesaid be not complied with, any share in respect which such notice has been given may, at any time thereafter before payment of all calls or installment, interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to the effect. Such forfeiture shall include all dividends declared in respect of the forfeited share not actually paid before the forfeiture. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member of the Company in respect of his shares, either by way of principal or interest, nor any indulgency granted by Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as here in provided.

### ***Notice after forfeiture***

26. When any share shall have been forfeiture, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of forfeiture with the date thereof, shall forthwith 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.

### ***Forfeited Shares become property of the company***

27. Any shares so forfeited shall be deemed to be the property of the company, and the board may sell, re-allot or otherwise dispose off the same in such manner as they think fit.

### ***Power to annual forfeiture***

28. The board may at any time before any share so forfeited shall not be sold, re-allotted or otherwise disposed off, annual the forfeiture thereof upon such conditions as they think fit.

### ***Arrears to be paid notwithstanding forfeiture.***

29. Any members whose shares have been forfeited shall cease to be a member in respect of the shares, but notwithstanding such forfeiture, remain liable to pay and shall forthwith pay to the company all calls installments, interest and the expenses owing upon or in respect of such shares at the time of all installment, interest and the forfeited together with interest thereupon, from the time of forfeiture until payment at 12 per cent annum or such other rates as the Board may determine and the Board may enforce the payment thereof without any deduction of allowance for the value of shares at the time of forfeiture but shall not be under any obligation to do so.

### ***Effect of Forfeiture***

30. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the company in respect of the share and all other rights incidental to the share except only such of those rights as by these articles are expressly saved.

### ***Evidence of forfeiture***

31. A duly verified declaration in writing that the declarant is a director of the Company and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and receipt of the Company for consideration, if any given for the shares on the sale or disposition thereof, shall constitute a given title to such shares and the persons to whom any such share is sold shall be registered as the holder of such share and shall not be bound to see the application of purchase money, nor shall his title to such be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.

### ***Company's lien on shares***

32. The Company shall have a first and paramount lien upon all the shares (not fully paid up) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares, and on equitable interest in any such share shall be created except upon the footing and condition that Article 9 hereof is to have full effect. Unless otherwise agreed, the registration of a transfer of shares, shall operate as waiver of the company's lien. If any, on such shares. And such lien shall extend to all dividends and bonuses form time to time declared in respect of such shares. The directors may at any time declare any shares wholly or in part to be except form the provision of this cause.

***Intention as to enforcing lien.***

33. For the purpose of enforcing such lien, the directors may sell the shares subject thereto in such manner as they think fit, but no sale shall be made until such period as aforesaid shall have elapsed and until notice in writing of the intention to sell shall have been served on such members, his executor or administrator or his committee, curator bonis or other person recognized by the company as entitled to represent such member and default shall have been made by him or them in the payment of the sum payable as aforesaid for thirty days after such notice.

***Application of proceeds of sale.***

34. The net proceeds of any such sale shall be applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable by such member, and the residues, if any shall (subject to a like lien for sums not presently payable as existed upon the share before the sale) be paid to such member, his executors, administrators, or other representatives or person so recognized as aforesaid.

***Validity of shares***

35. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers by these presents given the Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchasers name to be entered in the register in respect of the shares sold and after his name has been entered in the register in respect of such share his title to such shares shall not be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition, not impeached by and person and the remedy of any person aggrieved by the sale shall be in damage, only and against the company exclusively.

***Issue new power to certificate.***

36. Where any shares under the powers in that behalf herein contained are sold by the Board and the certificate thereof has not been delivered to the company by the former holder of the said shares, the Board may issue new certificates in lieu of certificate not so delivered up.

**TRANSFER AND TRANSMISSION OF SHARES**

***Execution of transfer, etc.***

37. Subject to the provisions of section 108 the Act, no transfer of shares shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or transferee has been delivered to the company together with the certificates or certificates of the shares, or if no such certificates is in existence alongwith the letter of allotment of shares. The instrument of transfer of any shares shall be signed both by or on behalf of transferor and by or on behalf of transferees and the transferor shall be deemed to remain the holder of such share until the transferee is entered in the Register in respect thereof.

***Application for transfer***

38. 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 the 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 manners prescribed by the Act, and subject to the provisions of these articles and section 110 of the Act, the Company shall unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register 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.

***Notice of transfer to registered holder.***

39. Before registering any transfer tendered for registration the company may, if it so thinks fit, give notice by letter posted in the ordinary course to the registered holder that such transfer deed has been lodged and that, unless objection is taken, the transfer will be registered and if such registered holder fails to lodge objection in writing at the office of the company within seven days from the posting of such notice to him he shall be deemed to have admitted the validity of said transfer.

***Register of transfer.***

40. The company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer of any share.

***In what case to decline to register transfer of shares.***

41. (1) Subject to the provision of Section 111 of the Act, the board, without assigning any reason for such refusal, may within one month from the date on which the instrument of transfer was delivered or the intimation of such transmission was given to the company, refuse to register any transfer of or the transmission by operation of law of the right to share upon which the company has a lien and in the case of a share not fully paid up, may refuse to register a transfer to a transferee of whom the Board does not approve.

Provided that the registration of an transfer of share 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.

- (2) Where any instrument of transfer of shares has been delivered to the company for registration and the transfer of such shares has not been registered, the company shall notwithstanding anything contained in any other provisions of the Act or these articles.
- (a) transfer the dividend in relation to such shares to the special account referred to in Section 205 A of the Act unless the company is authorized by the registered holder of such shares in writing to pay such dividends to the transferee specified in such instrument of transfer and Article 41 altered vide resolution passed at the Annual General Meeting of the Company held on 21<sup>st</sup> June 1990.
- (b) Keep up in abeyance in relation to such shares any offer of rights shares under section 81(1)(a) of the Act and any issue of fully paid up bonus shares in pursuance of section 205(3) of the act read with Article 63 hereof:

***No transfer to minor etc.***

42. (1) No transfer shall be made to a minor or a person of unsound mind. However, transfer to a minor acting through a lawful guardian can be made of fully paid shares.

***No fee for registration for transfer etc.***

- (2) No fee shall be charged for registration of transfer, grant of probate, grant of letter of administration, certificate of death or marriage, Power of Attorney or similar other instruments.

***When instrument of transfer to be retained***

43. All instruments of transfer duly approved shall be retained by the company and in case of refusal, the instrument of transfer shall be returned to the person who lodged the transfer deeds.

***Notice of refusal to register transfer.***

44. If the Board refuse to register the transfer of any shares, the company shall, within one month from the date of which the instrument of transfer was lodged with the company or intimation given, send to the transferor and the transferee or the person giving intimation of such transfer notice of such refusal.

***Power to close transfer books and register.***

45. On giving seven days notice by advertisement in newspaper circulating in the district in which the office of the company is situated the Register of Members maybe closed during such time as the Directors think it fit not exceeding in the whole forty five days in each years but nor exceeding thirty days at a time. In addition to the notice in newspaper, a notice in advance of twenty one clear days closure of transfer books shall also be given to Stock Exchange.

***Transmission of registered shares.***

46. The executors or administrations or the holder of succession certificate in respect of shares of a deceased member (not being one of several joint holder) shall be the only person whom the company shall recognize as having any title to the shares registered in the name of such member and in case of the death of any one or more of the joint holders of any registered shares the survivors shall be only persons recognized by the company as having any title to or interest in such from any liability on shares held by him jointly with any other person. Before recognizing any legal representative or heir or a person otherwise claiming title to the shares the company may require him to obtain a grant of probate or letters of administration or succession certificate, or other legal representation, as the case may be from a competent court, provided nevertheless that in any case where the board in its absolute discretion thinks fit it shall be lawful for the Board to dispense with production of probate or letters of administration or a succession certificate or such other legal representation upon such terms as to indemnity or otherwise as the Board may consider desirable.

***As to Transfer of Shares deceased or insolvent members.***

46 (A) **DEMATERIALIZATION OF SECURITIES**

i) ***Definition : For the purpose of this Article:***

“Beneficial Owner” means a person or persons whose name is recorded as such with a depository. “SEBI” means the Securities and Exchange Board of India

Depository means a company formed and registered under the companies act, 1956 and which has been granted a certificate of registration to act as depository under Securities and Exchange Board of India Act, 1992 and shall inter-alia include the National Securities Depository Ltd., and / or Central Securities Depository Ltd., or any other such depository set up in future as the case may be;

“Security” means such security as may be specified by SEBI from time to time.

ii) ***Dematerialisation of Securities:***

Notwithstanding anything contained in these Articles, the company shall be entitled to dematerialized its securities and to offer securities in a dematerialized from pursuant to and to accordance with depository act, 1996 and other Rules, Regulations and Guidelines as may be applicable in this behalf.

iii) ***Option from Investors:***

Every person subscribing to securities offered by the company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository if permitted by law in respect of any security in the manner provided by the Depository Act, and the company shall in the manner and within the time prescribed issue to the beneficial owner the required certificates of the securities.

Provided that if a person opts to hold his security with a depository, the company shall intimate such depository the details of allotment of the security and in receipt of the information the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

iv) ***Securities in depository to be in fungible form.***

All securities held by a depository shall be dematerialized and be in fungible form. Nothing contained in Section 153, 153A, 153B, 187B, 187C, 372 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

v) ***Rights of Depositories and Beneficial Owners.***

(a) Notwithstanding anything contrary contained in the Act or these Articles a depository shall be deemed to be registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the Securities shall be entitled to all rights and benefits and subject and be subject to all the liabilities in respect of his securities which are held by a depository.

vi) ***Service of Documents:***

Notwithstanding anything contained in the Act or these Articles to the contrary, where securities are held in a depository records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs.

vii) Transfer of securities nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owner in the records of a depository.

viii) ***Allotment of Securities dealt with by a Depository***

Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the company shall intimate the details thereof to the depository immediately on allotment of such securities.

ix) ***Distinctive number and securities held in a Depository***

Nothing contained in the Act or these Articles regarding the necessity of having distinctive number for securities issued by the company shall apply to securities held in a depository.



x) ***Register and Index of Beneficial Owners.***

The register and Index of Beneficial Owners, maintained by depository under the depository Act, 1996, shall be deemed to be register and index of members and security holders for the purpose of these articles.

xi) ***Powers of the Board.***

The Board shall have full powers to take all such steps as may be required for the purpose of dematerialization of the existing securities as may be deemed expedient and/ or may be required for the purpose of dematerialization of the existing securities as may be deemed expedient and / or may be directed by the competent authority in this regard and to decide in respect of all matters incidental to this article as may be required from time including inter- alia, the joining of one or more depositories as may be deemed expedient by the Board.

***As to transfer of Shares deceased or insolvent members***

47. Any person becoming entitled to or to transfer shares in consequence of the death or insolvency of any member, upon producing such evidence that he sustains the character in respect of which proposes to act under this article, or of his title as the Board thinks sufficient, may with the consent of the Board (which they shall not be under any obligation to give) be registered as a member in respect of such shares or may, subject to the regulations as to transfer hereinbefore contained transfer such shares. This article is hereinafter referred to as 'The Transmission Article'.

***Transmission Articles.***

48 A. ***Nomination for Shares and Debentures***

Notwithstanding anything contained in Articles 46, 47 and 48, every holder(s) of shares in or holder(s) of debenture(s) of the Company, holding either singly or jointly, may, at any time, nominate a person in the prescribed manner to whom the shares and/ or the interest of the member in the shares of the Company or debentures of the Company shall vest in the event of his/ her death. Such holder(s) may revoke or vary his/ her nomination, at any time, by notifying the same to the Company that effect. Such nomination shall be governed by the provisions of Section 109A and 109B of the Companies Act, 1956 or such other regulations governing the matter from time to time.

- iii) All the limitations, restrictions and provisions of these article relating to the rights to transfer and the registration of transfer of shares shall be applicable to any such notice of transfer as aforesaid.

***Rights of executors and trustees.***

49. Subject to any other provisions of these articles if the Board in their sole discretion are satisfied in regard thereof, a person becoming entitled to a share in consequences of the death or insolvency of a member may receive and give a discharge for any dividends or other moneys payable in respect of the share.

***Power to issue***

50. The instrument of transfer shall be writing and all the provisions of section 108 of the companies act 1956 and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and the registration thereof.

## SHARE WARRANTS

### *Share Warrants*

51. Subjects to the provisions of sections 114 and 115 of the Act and subject to any directions which may be given by the Company in General Meeting, the Board may issue share warrants in such manner and on such terms and conditions as the Board may deem fit. In case of such issue, regulations 40 and 43 of Table "A" in schedule 1 of the Act, shall apply.

## STOCKS

### *Stocks*

52. The company may exercise the power of conversion of its share into stock and in that case regulations 37 to 39 to Table "A" in Schedule 1 of the Act shall apply.

## ALTERATION OF CAPITAL

### *Power to subdivide and consolidate*

53. The company may by ordinary resolution from time to time alter the condition of the Memorandum of association as follows:
- a) Increase the share capital by such amount to be divided into shares of such amount as may be specified in the resolution.
  - b) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
  - c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any unpaid on each reduced share shall be same as it was in the share from which the reduced share is derived, and
  - d) Cancel any share which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of share of its share capital by the amount of share so cancelled.

### *On what conditions new shares may be issued*

54. The resolution whereby any share is subdivided or consolidated may determine that as between the members registered in the respect of the shares resulting from such sub-division or consolidation, one or more of such shares shall have some preference or special advantages as regards dividend, capital, voting or otherwise over as compared with the other shares notwithstanding to the provisions of the sections 68, 89 and 106 of the act.

### *Surrender*

55. Subject to the provisions of sections 100 to 105 inclusive, of the act, the board may accept surrender from any member the surrender of all or any shares on such terms and conditions as shall be agreed.

### *55 A. Buy Back of Shares*

Notwithstanding anything contained in the preceding Articles 53, 54 and 55, but subject to the provisions of the Act and all other applicable provisions of law, as may be in force at any time and from time to time, the Company may acquire, purchase, hold, resell, re-allot any of its own fully/ partly paid shares and may make payment out of funds at its disposal for and in respect of

such acquisition/ purchase on such terms and conditions and at such times as the Board may in its discretion decide and deem fit. Provisions of these Articles, relating to general meeting shall apply, but so that the necessary quorum shall be two persons atleast holding or representing by proxy one-tenth of the issued shares of the class but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are presents shall be a quorum and that any holder of shares of the class present in person or by proxy may demand a poll and, on a poll, shall have one vote for each shares of this class of which he is holder. The company shall comply with the provisions of Section 192 of the Act as to forwarding a copy of any such agreement or resolution to the Registrar.

## **BORROWING POWERS**

### ***Power to borrow***

57. The board may, from time to time, at its discretion; subject to the provisions of sections 292, 293 and 370 of the Act, raise or borrow, either from the directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the Company.

### ***Condition on which money may be borrowed.***

58. The board may raise or secure the repayment of such sums in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of bonds, perpetual or redeemable debenture or debentures stock or any mortgage or other security on the undertaking of the whole or of the property of the Company (both present and future), including its uncalled capital for the time being, provided that debentures with the rights to allotment of or conversion into shares not be issued except with the sanction of the Company in general meeting and subject to the provisions of the Act.

### ***Issue at discount etc. or with special privileges.***

59. Any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileged, as to redemption, surrender, drawings, allotment of shares, appointment of directors and otherwise. Debenture-stocks, bonds and other securities may be made assignable free from any equities between the company and the person to whom the same may be issued.

### ***Instrument of transfer.***

60. Save as provided in Section 108 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificates or certificates of debentures.

### ***Notice of refusal to register transfer***

61. If the Board refuses to register the transfer of any of the debentures, the Company shall, within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and to the transferor notice of the refusal.

## **RESERVES**

### ***Reserves***

62. Subject to the provisions of the Act, the Board shall in accordance with Section 205 (2A) of the Act, 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 and pending such application may at the like discretion, either be employed in the business of the Company or be

invested in such investments (other than shares of the company as the Board may from time to time think fit). The Board may also carry forward any profit, which it may think prudent not to divide without selling them aside as a reserve.

***Capitalization.***

63. Any general meeting may resolve that the whole or any part of the undivided profits of the Company (which expression shall include any premiums received on the issue of shares and any profits or other sums which have been set aside as a reserve or reserves or have been carried forward without being divided) be capitalized and distributed amongst such of members as would be entitled to receive the same if distributed by way of divided and in the same proportion on the footing that they become entitled there to as capital and that all or any part of such capitalized amount be applied on behalf of such members in paying in full any unissued shares of the company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by such members in full satisfaction of their interest in the said capitalized amount. Provided that any sum standing to the credit of a share premium account or a capital redemption reserve account may for the purpose of this article only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

***Fractional certificates.***

64. For the purpose of giving effect to any resolution under two last proceedings articles, the Board may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular may issue fractional certificate.

**GENERAL MEETINGS**

***Extraordinary General Meeting.***

65. The Board may, whenever it thinks fit, call an extraordinary General Meeting provided however if at any time there are not in India Directors capable of acting who are sufficient in number to form quorum any directors present in India may call an extraordinary general meeting in the same manner as nearly possible as that in which such a meeting may be called by the Board.

***Calling of Extraordinary General Meeting on requisition.***

66. The Board of Directors of the Company shall on the requisition of such member of members of the Company as is specified in the subsection 169 of the Act, forth with proceed to call an extraordinary general meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all the other provisions of section 169 of the act, and of any statutory modification thereof for the time being shall apply. The Board may also call an Extra-Ordinary general meeting by passing a resolution by circulation.

***Quorum.***

67. The quorum for a General Meeting shall be five members present in person.

***Chairman.***

68. At every General Meeting the Chair shall be taken Chairman of The Board of Directors. If at any meeting the chairman of the board of directors be not present within fifteen minutes after the time appointed for holding the meeting or though present be unwilling to act as chairman, the members present shall choose one of the directors present to be chairman or if no director shall be present and willing to take the chair, then the members present shall choose one of their number, being a member entitled to vote, to be chairman.

***Sufficiency of ordinary resolutions.***

69. Any act or resolution which, under the provisions of this Article or of the Act, is permitted shall be sufficiently so done or passed if effected by an ordinary resolution as defined in section 189(1) of the Act, unless either the Act or the Article specifically require such act to be done or resolution passed by a special resolution as defined in section 189(2) of the Act.

***When if quorum be not present, meeting to be dissolved and when adjourned***

70. If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon a requisition of shareholders shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at same time and place, unless the same shall be public holiday when the meeting shall stand adjourned to the next day not being a public holiday at the same time and place and if at such adjourned meeting a quorum be not present within half an hour from the time appointed for the meeting; those members who are present and not being less than two persons shall be a quorum and may transact the business for which the meeting was called.

***How questions or resolutions to be decided at meetings.***

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

***Power to adjourn General Meeting.***

72. The chairman of a general meeting may adjourn the same from time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give notice to the members of such adjournment or of the time, date and place appointed for the holding of the adjournment meeting.

***Business may proceed notwithstanding demand of poll.***

73. If a poll be demanded, the demand of a poll shall not prevent the continuance of a meeting for the transaction of the business other than the question on which a poll has been demanded.

***Votes of members.***

74. (1) On a show of hands every member present in person and being a holder of Equity shares shall have one vote and every person present either as a proxy on behalf of a holder of equity shares or as a duly authorized representatives of a body corporate being a holder of Equity Shares, if he is not entitled to vote in his own rights, shall have one vote.
- (2) On a poll the voting rights of a holder of equity shares shall be as specified in Section 87 of the Act.
- (3) To voting rights of the holders of the Preferences Shares including the Redeemable Cumulative Preference Shares shall be in accordance with the provision of section 87 of the Act.
- (4) No company or body corporate shall vote by proxy so long as a resolution of its Board of Directors under Section 187 of the Act is in force and representative named in such resolution is present at the General Meeting at which the vote by proxy is tendered.

***Votes in respect of deceased, insolvent insane members***

75. A person becoming entitled to a share shall not be before being registered as a member in respect of the share entitled to exercise in respect thereof any conferred by membership in relation to meeting of the company.

If any member be a lunatic or idiot, he may vote whether on a show of hands or at a poll by his committee, or other legal curator and such last mentioned persons may give their votes by proxy provided that forty eight hours atleast before the time of holding the meeting or adjourned meeting, as the case may be at which any such person proposes to vote he shall satisfy the Board of his rights under this article unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

***Joint holders***

76. Where there are joint holders of any shares any one of such persons may vote at any meeting either personally or by proxy in respect of such shares as if he were entitled thereto and if more than one of such joint holders 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 executor or administrators of a deceased member in whose name any shares stands shall for the purpose of this Articles be deemed joint holders thereof.

***Instrument appointing proxy too in writing.***

77. The instrument appointing a proxy shall be in writing under the hand of the appointed or of his attorney duly authorized in writing or if such appointed is a corporation under its common seal or the hand of his attorney. A proxy who is appointed for a specified meeting shall be called a special proxy. Any other proxy shall be called as General Proxy.

***Instrument appointing proxy to be deposited at the office***

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

***When vote by proxy valid though authority revoked.***

79. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument of transfer of the share in respect of which the vote so given. Provided no intimation in writing of the Chairman of meeting before the vote is given. Provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.

***Form of instrument appointing proxy***

80. Every instrument appointing a proxy shall, as nearly as circumstances will admit, be in the form set out in Schedule IX of the act.

***Validity of vote***

81. No member shall be entitled to exercise any voting of any vote except at the meeting or poll at which such vote shall be tendered and every vote not disallowed at such meeting or poll and whether given personally or by proxy or otherwise shall be deemed valid for all purposes.



***Restriction on voting.***

82. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right or lien.

***Admission or rejection of votes.***

83. (1) Any objection as to the admission or rejection of a vote either, on a show of hands or, on a poll made in due time shall be referred to the chairman, who shall forthwith determine the same, and such determination made in good faith shall be final and conclusive.
- (2) At any general meeting unless a poll is duly ordered, declaration by the chairman that on a show of hands a resolution has not been carried, or has not been carried either unanimously or by a particular majority, and an entry of that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof, of the number or proportion of votes cast in favour of or against the resolution
- (3) Before or on the declaration of the voting on a resolution on a show of hands a poll may be ordered to be taken by the chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the company:-
- (a) Which confers a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or
- (b) On which an aggregate sum of not less than Rs. 50, 000 has been paid up.

**DIRECTORS: GENERAL PROVISIONS**

***Numbers of Directors***

84. The number of Directors shall not be less than three and not more than twelve.

***Directors***

85. The present Directors of the Company are as follows:

1. Mr. Pravin V. Sheth – Chairman Emeritus
2. Mr. Bhavesh P. Sheth – (NRI)
3. Mr. Bhadresh H. Shah
4. Ms. Soniya P. Sheth
5. Mr. C. A. Rege
6. Mr. Gopalji M. Rana – (NRI)
7. Mr. Vijay M. Satkalmi
8. Mr. Manoj Unadkat

Who shall be liable to retirement by rotation as per the provision of the Article 102

***Power of Directors to add its member.***

86. The directors shall have power at any time and from time to time appoint any person as a Director as an addition to the Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed by the Articles, any director so appointed shall hold office only until the next Annual General Meeting of the company and shall be eligible for re-election.

***Share qualification of Directors.***

87. A director shall not be required to hold any share qualification

***Remuneration of Directors.***

88. The maximum remuneration of a director for his services as may be prescribed by the companies Act, 1956 or as per rules of the companies (Central Government) General Rules 1956 from time to time for each meeting of the Board of Directors as may be prescribed. Whole time or be upon to perform extra services or to make any special exertions for any of the purposes of the Company then subject to Section 198, 309, 310 and 314 of the Act the Board may remunerate such Director either by a fixed sum or by a percentages of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.

***Continuing Directors may act.***

89. The continuing director may act notwithstanding any vacancy in their body but so that if the number falls below the minimum number above fixed, the directors shall not except for the purpose of filling vacancies or of summoning a General Meeting act so long as the number is below the minimum.

***Directors may contract with Company.***

90. Subject to the provision of section 297, 299, 300 and 314 of the Act, the Directors (including Managing Director) shall not be disqualified by reason of his or their offices as such, from holding office under the Company or from contracting with the company either as vendor, purchaser, lender, agent, broker, lessor or otherwise, nor shall any such contract or any contract or agreement entered into by or on behalf of the Company with a relative of such Directors or the Managing Directors or with any firm in which any Director or a relative shall be a partner or with any other partner or with a private Company in which such Directors is a member or Director interested be avoided, nor shall any Director or otherwise so contracting or being such member or so interested be liable to account to the Company for any such contract or agreement by reason only of such Director holding that office or of the fiduciary relation thereby established.

**APPOINTMENT OF DIRECTORS**

***Appointment of Directors.***

91. The Company in General Meeting, may subject to the provisions these Articles and the Act, at any time elect any person to be a Director and may from time to time increase or reduce the number of Directors and may also determine in what rotation such increased or reduced number is to go out of office.

***Board may fill up casual vacancies.***

92. If any director appointed by the company in general meeting vacates office as a director before his term of office will expire in the normal course the resulting casual vacancy may be filled up by the board at a meeting of Board, but any person so appointed shall retain his office so long only as the vacating director would have retained the same if no vacancy had occurred. Provided that the Board may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Section 284 of the Act.

***Nominee Directors.***

93. 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 Limited (ICICI), The Industrial Reconstruction Corporation of India Limited (IRCI), Life Insurance Corporation of India (LIC), Unit Trust of India (UTI), General Insurance Company Limited (GIC), The Oriental Fire & General Insurance Company Limited (OFGI), The New India Assurance Company Limited (NIA), United India Insurance Company (UI), Himachal Pradesh Mineral and Industrial Development Corporation Limited (HPMIDC), or a State Finance Corporation or any financial institution owned or controlled by the Central Government or a State Government or the Reserve Bank of India or by two or more of them or by Central Government or State Government by themselves (each of the above is hereinafter this article referred to as "the Corporation" out of any loan/ debenture 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 Guarantees furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have right to appoint from time to time, any person or persons as a Directors whole-time or on non-whole time (which Director or Directors is/ are hereinafter referred to as Nominee Directors) on the Board of the Company any to remove from such office any persons or persons so appointed and to appoint any persons in his or their place/s.

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 not be entitled to the same rights and privileges and subject to the same obligation 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 private placement or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director's so appointed exercise, of the said power shall ipso facto vacate such office immediately, the moneys owing by the Company to Corporation are paid off or on the Corporation ceasing the debentures / shares in the Company or on of the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

The Company shall pay up 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, monies or remuneration in any form is payable to the Director of the Company, the fees commission,

monies and remuneration in to relation to such Nominee Directors shall accrue to the Corporation and the same shall accordingly be paid by the Corporation or such Nominee Directors 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.

Provided that if any such Nominee Director/s is an officer 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 being appointed as whole time Directors, such Nominee Directors shall exercise such power and duties as may be approved by the Corporation and have such rights as are usually exercised or available to a whole time Director in the management of the affairs of the Company. Such Whole time Directors shall be entitled to receive such remuneration fees, commissions and monies as may be approved by the Corporation.

#### ***Alternate Directors***

94. Subject to the provisions of Section 313 of the Act, the Board may appoint any person to act as an alternate Director for a Director using the absence for a period of not less than 3 months from the state in which meeting of the Board are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to notice of meetings of the Board and to attend and vote thereat accordingly, but he shall ipso facto vacate office if and when the absent Director returns to state in which meetings of the Board are ordinarily held or the absent Director vacates office as a Director.

#### ***Remuneration for extra services***

95. If any Director, being willing shall be called upon to perform extra services or to make any special exertions for any of the purpose of the Company or as a member of the committee of Board then, subject to section 198, 309 and 310 of the act, the Board may remunerate the Directors so doing either by a fixed sum or by a percentages of profits or profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

#### ***Board may act notwithstanding vacancy.***

96. To continuing Directors may act notwithstanding any vacancy in their body but so that if number falls below the minimum above fixed, the Directors shall not except in emergencies or for the purpose of filling vacancies or for summoning a General Meeting, act so long as the number is below the minimum.

#### ***Vacancy of office of Director***

97. The office of director shall ipso facto become vacant if at any time he commits any of the acts set out in Section 283 of the Act.

#### ***Office of the Profit.***

98. No director or other person referred to in section 314 of the act shall hold an office or place of profit save as permitted by that section.

#### ***Appointment of Director of a Company in which the Company is interested.***

99. Director of this company may be or become a Director of any other Company promoted by this Company or in which he may be interested as a vendor, share holder or otherwise and no

such Director shall be accountable for any benefits received as a Director or member of such Company except in so far as section 309(6) or Section 314 of the act may be applicable.

### ***Disclosure of Director's interest***

100. Every Director who is in any way, whether directly or indirectly concerned or interest in a contract or arrangement, entered into or to be entered into by or on behalf of the Company, not being a contract or arrangement entered into or be entered into between the Company and any other Company where any of the Directors or the Company or two or more of them together holds or hold not more than two percent of the paid up share capital in the other company shall disclosed the nature of this concern or interest at a meeting of the Board as required by Section 299 of the Act. A general notice, renewable in the last month of each financial year of the Company that a Director is a Director or a member of any specified body corporate or is a member of any specified firm and is to be regarded as concerned or interested in any subsequent contract or arrangement with that body corporation or firm shall be sufficient disclosure of concern or interest in relation in relation to any contract or arrangement so made and after such general notice, it shall not be necessary to give special notice relating to any particular contract or agreements with such body corporate or firm, provided such general notice is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given. Every Director shall be bound to give and from time to time renew a general notice as aforesaid in respect of all bodies corporate of which he is a Director or member and of all firms of which he is a member.

### ***Discussion and voting of any director interested.***

101. No, Director shall, as a Director take any part in the discussion of or vote on any contract or arrangement in which he is in any way, whether directly or indirectly concerned or interested nor shall his presence count for the purpose of forming a quorum at the time of such discussion or vote. This prohibition shall not apply to:-

- (a) any contract of indemnity against any loss which the Directors may suffer by reason of becoming or being surely for the Company; or
- (b) any contract or arrangement entered into or to be entered into by the Company with a public Company or with a private Company which is a subsidiary of a public company, in which the interest of the Director consists solely in his being a Director of such Company and the holder of shares not exceeding in number or value the amount requisite to qualify him for appointment as Director thereof, he, having been nominated as such Director by the Company or in his being a member of such Company holding not more than two percent of the paid up share capital of such Company.

### ***Rotation of Directors***

102. (1) Not less than two thirds of the total number of Directors shall be persons whose period of office is liable to determination by retirement of directors by rotation.
- (2) At each annual general meeting of the Company one third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or multiple of three, then the number nearest to one third shall retire from office.
- (3) The Directors to retire by rotation at every annual general meeting shall be those who have been longest in offices since their last appointment, but as between persons who become Directors on the same day those to retire shall in default of and subject to any agreement among themselves be determine by lot.

- (4) If at any annual General Meetings all the Directors appointed under these articles hereby are not exempt from retirement by rotation under Section 255 of the Act then to the extent permitted by the said Section the exemption shall extend to the Director or Directors appointed under Article 93. Subject to the foregoing provisions as between Directors appointed under any of the articles referred to above, the Directors or Director who shall not be liable to retire by rotation shall be determine by and in accordance with their respective seniorities as may be determined by the Board.

***Retiring Director eligible for re-election.***

103. No person not being a retiring Director shall be eligible for appointment to the office at Director at a general Meeting unless he or some member intending to propose him has, not less than fourteen days before the meeting, left at the office a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office, as the case may be alongwith a deposit of Rs.500/- which shall be refunded to such person or as the case may be, to such members, If the person concerned succeeds in getting elected as a Director at the aforesaid General Meeting.
104. Subject to any resolution for reducing the number of Directors, if at any meeting at which an election of Directors ought to take place, the place of the retiring Directors not filed up, the meeting shall stand adjourned till the next succeeding day which is not a public holiday at the same time and place and if at the adjourned meeting the places of the places of the retiring Directors are not filled up, the retiring Directors or such of them as have not had their places filled up shall (it will to continue in office) be deemed to have been re-elected at the adjourned meeting.

***Appointment of director to be voted on individual.***

105. Save as permitted by section 263 of the act, every resolution of General Meeting for appointment of a Director shall relate to one named individual only.

***Power to remove director by ordinary resolution special notice on.***

106. The Company may remove any Director before the expiration of his period of office in accordance with the provisions of Section 284 of the Act and may subject to the provision of section 262 of the Act appoint another persons in his stead if the Director so removed was appointed by the Company in General Meeting or by the Board.

**PROCEEDINDS OF DIRECTORS**

***Meetings of Directors.***

107. The Directors may meet together for dispatch of business adjourned and otherwise regulate their meetings and proceedings as they think fit. Notice in writing of every meeting of the Directors shall ordinarily be given by a Director of such other of the Company duly authorized in this behalf to every Director for the time being in India at his usual address in India provided that a meeting of the Board of Directors be held at least once in every three calendar months

***Quorum***

108. The quorum for a meeting of the Directors shall be determined from time to time in accordance with the provisions of Section 287 of the act. If a quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of the Directors, it shall be adjourned until such date and time as the Directors present shall appoint.



***Summoning a meeting of Directors.***

109. Managing Director or the Secretary may at any time and upon request of any two Directors shall summons a meeting of the Directors.

***Voting at meetings***

110. Subject to the provisions of Section 316, 372 (5) and 386 of the act, questions arising at any meeting shall be decided by a majority of votes, each director having one vote and in case of an equality of votes, the chairman shall have a second or casting vote.

***Chairman of Meeting***

111. The chairman of the Board of Directors shall be the chairman of the meeting of Directors. Provided that if the chairman of the Board of Directors is not present within five minutes after the appointed time of holding the same, the Directors present shall choose one of their number to be chairman of such meeting.

***Act of meeting.***

112. A meeting of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company and the act for the time being vested in or exercisable by the Directors generally.

***To appoint committee and to delegate power and to revoke it.***

113. The Directors may subject to compliance of the provisions of the act from time to time delegate any of their powers to committee consisting of such members of their body as they think fit, and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Directors. The meeting and proceedings of any such committee if consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this article.

***Validity of act.***

114. All acts done at any meeting of Directors or of a committee of the directors or by any person acting as a Director shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director, committee or person acting as aforesaid or that they or any of them were disqualified.

***Resolution by circulation***

115. Except a resolution which the companies act required it specifically to be passed in a Board meeting, a resolution may be passed by the directors of committee thereof by circulation in accordance with the provisions of section 289 of the act.

And any such minutes of any meeting of Directors or of any Committee or of the Company if purporting to be signed by the chairman of the such meeting or by the Chairman of next succeeding meeting shall be receivable as prima facie evidence of the matters in such minutes.

***Minutes to be made.***

116. The board shall in accordance with the provisions of section 193 of the act, cause minutes to be kept of every General Meeting of the company and of every meeting of the board of every committee of the board.



***Minutes book to be kept in Registered office.***

117. The minutes of any meeting of the Board or of any committee of the Board or of the Company in General Meeting. If kept in accordance with the provisions of section 193 of the act, shall be evidence of the matters stated in such minutes. The minute books of General Meetings of the Company shall be kept at the office and shall be open to inspection by members during the hours of 10 A.M. and 2 P.M. on such business days as the Act requires them to open for inspection.

**POWERS OF BOARD**

***General Powers of the Company vested in the Directors.***

118. Subject to the provisions of the act, the control of the Company shall be vested in the Directors who shall be entitled to exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by law expressly required or directed to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of any law and of these presents from time to time made by the Company in General Meeting provided that no regulation so made shall invalidate any prior act or the Directors which would have been valid if such regulation had not been made.

***Power to delegate***

119. Without prejudice to the general powers conferred by the preceding article, the Directors may from time to time at any time subject to the restrictions contained in the act, delegated to managers, secretaries, officers, assistances and other employees or other persons (including any firm or body corporate) any of the powers authorized and discretions for the time being vested in the Directors.

***Powers to authorize sub-delegations***

120. The Directors may authorize any such delegate or attorney as aforesaid to sub delegate all or any of the powers, authorities and discretion for the time being vested in them.

***Signing of documents.***

121. All deeds, agreements and documents and all cheques, promissory notes drafts, hundies, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted or endorsed or otherwise executed as the case may be by such persons (including any firm or body corporate) whether in the employment of the Company or not in such manner as the Directors shall from time to time by resolution determine.

***Management abroad.***

122. The Directors may make such arrangement as may be thought fit to the management of the Company's affairs abroad, and may for this purpose (without prejudice to the generality of their power) appoint local bodies and agents and fix remuneration, and delegate to them such powers as may be deemed requisite or expedient. The foreign seal shall be affixed by the authority and in the presence of and instruments sealed therein shall be signed by such persons as the Director shall from time to time by writing under common seal appoint. The Company may also exercise the powers of keeping Foreign Registers. Such regulations not being in consistent with the provisions of Section 157 and 158 of the Act, the Board may from time to time make such provisions as it may think fit relating thereto and may comply with requirements of any local law.

### ***Manager or Secretary***

123. A manager or secretary may be appointed by the Directors on such terms, at such remuneration and upon such conditions as they may think fit and any Manager or Secretary so appointed may be removed by the Directors.

A director may be appointed as Manager or Secretary, subject to Sections 314, 197A, 387 and 388 of the Act.

### ***Act of Director, Manager or Secretary***

124. A provision of the Act or these regulations required or authorizing a thing to be done by a director, manager or secretary shall not be satisfied by its being done by the same person acting both as directors and as, or in place of the manager or secretary.

## **MANAGING DIRECTORS**

### ***Power to appoint Managing Director.***

125. Subject to the provision of Section 197A, 269, 316 and 317 of the Act, the Board may, from time to time appoint one or more Directors to be Managing Directors of the Company and may, from time to time (subject to the provisions of any contract between him or them and the Company), remove or dismiss him or them from office and appoint another or others in his place or their places.

### ***To what provisions he shall be subjected.***

126. Subject to the provisions of Section 255 of the act and these articles hereof, a managing director shall not, while he continues to hold office, be subject to retirement by rotation, but (subject to the provisions of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the other directors, and he shall ipso facto and immediately, cease to be a Managing Director if he cease to the hold the office of Director from any cause provided that if at any time the number of Director as are not subject to the retirement by rotation shall exceed one-third of the total number of Director of the time being, then the Managing Directors or any one of more of them shall be liable to retirement by rotation in accordance with these articles to the intent that the number of directors not liable to retirement by rotation shall not exceed one-third of the total number of directors for the time being.

### ***Remuneration of Managing Director.***

127. Subject to the provision of Section 198, 309, 310 and 311 of the Act, a Managing Director shall in addition to the remuneration payable to him as Director of the Company under these articles, receive such additional remunerations as may from time to time be sanctioned by the Company.

### ***Power of Managing Director.***

128. Subject to provisions of the Act, in particular to the prohibitions and restrictions contained in Section 292 thereof, the Board may from time to time, entrust to and confer upon a Managing Director for the time being such of powers exercisable under these presents by the Board as it may think fit, and may confer such powers for such powers for such time, and be exercised for such objects and purposed and upon such terms and conditions and with such restrictions as it thinks fit, and the Board may confer such powers either collaterally with, or to the exclusion of and in substations for any of the powers of the Board in that behalf and may from time to time revoke withdraw alter or vary all or any of such powers.

129. Notwithstanding anything to the contrary in Article 128 and other powers conferred by these articles, it is hereby expressly declared that the managing director and the Joint managing Director shall always subject to the provisions of act, have the following powers jointly and severally, this is to say:

- (1) Purchase or otherwise acquire for the Company and property, or right privileges which the Company is authorized to acquire a such price and generally on such terms and conditions as they think fit.

***To pay for property.***

- (2) 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, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as may be agreed upon, and such bonds, debentures or other securities may be either specially charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

***To secure contract by mortgage.***

- (3) To secure fulfillment of any contract or agreement entered into by the Company by mortgage or charged of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.

***To appoint officers.***

- (4) To appoint, at their discretion remove or suspend such Managers, Secretaries, Officers, Clerks, agents and servants for permanent, temporary or special services, as they may from time to time think fit, and to determine their salaries or emoluments and to require security in such instance and for such amounts as they think fit.

***To give receipts.***

- (5) To make and give receipts, releases and discharges for money payable to the Company and for the claims and demands of the Company.

***To appoint attorneys.***

- (6) from time to time provide for the management of the affairs of the Company abroad in such manner as they think fit, and in particular to appoint any person to be attorneys or agents of the Company with such powers (including Power to sub-delegate) and upon such terms as may be thoughts fit.

***To invest moneys.***

- (7) Subject to the provisions of the Act, invest and deal with any of the moneys of the Company not immediately required for the purposes thereof upon such securities (not being shares in the Company) in such manner as they may think fit, and from time to time to vary or realize such investments.

***To give security by way of indemnity.***

- (8) To execute in the name of and on behalf of the Company in favour of any Director or other persons 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 think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

***To make bye-laws.***

- (9) From time to time to make, vary and repeat bye-laws or the regulations of the business of the Company, its officer and servants.

***To execute contract.***

- (10) 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 or in relation to any of the matters aforesaid, or otherwise for the purposes of the Company.

***To give commission.***

- (11) To give to any person employed by the Company a commission on the profits of any particular business transaction or share, as in the general profit of the Company, and such commission or share of profit shall be treated as a part of the working expenses of the Company.

***To give Allowances etc.***

- (12) To give award or allow any hours, pension, gratuity or compensation to any employee of the Company or his widow, children dependants that may appear to the Directors just or proper, whether such employee, his widow, children or dependants have or have not legal claim upon the Company.

***To create beneficial funds.***

- (13) Before declaring any dividend to set aside such portion of the profits of the Company as they may think fit, to form a fund provide for the pension, gratuity or compensation or create a provident fund or benefit fund in such manner as the Directors may deem fit to subject the provisions of Section 205 2 (A) of the Act.

***To sub-delegate.***

- (14) Subject to the provisions of Section 292 of the Act provisions contained a Article 128 hereof, to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them subject, however, to the ultimate control and authority being retained by them.

***To borrow.***

- (15) to borrow, or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debenture-stock, perpetual or otherwise charges upon all or any of the Company's properties both (present and future) including its uncalled capital and to purchase, redeem or pay off such securities.

***To establish institutions.***

- (16) Subject to the provisions of Section 293A of the Act, to establish, maintain, support or subscribe to any charitable, scientific national or public or useful political or any other institution, objects or purposes or for any other exhibition.

***To institute and defend suits.***

- (17) To institute, prosecute, compound, defend, compromise, withdraw or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and to act on behalf of the Company in all matters relating to insolvencies or liquidations and to apply for and obtain letters of administration with or without will annexed to the estate or persons with whom the Company have dealings.

***To compound claims and refer or arbitration.***

- (18) To realize compound and allow time to the payment or satisfaction of any debts to or by the Company and any claims or demands by or against the Company and to refer to arbitration and absolve and perform the awards.

***To draw cheques.***

- (19) To draw, sign, accept, endorse and negotiate all cheques, promissory notes, drafts pay-orders, bills of exchanges, bill of lading and other documents of title and securities (including Government and other promissory notes) contracts, transfer deeds and instruments as shall be necessary for carrying on the business of the Company.

**MANAGEMENT**

***Local Management***

130. Subject to the provisions of the Act the following regulations shall have effect:

***Power of Attorney.***

- i) The Board may, at the time and from time to time by Power-of-Attorney under Seal, appoint any persons to be the Attorney of the Company for such purposes and with such powers, authorities and discretion (not exceeding those which may be delegated by the Board under the Act) and for such period and subject to such conditions as the Board may, from time to time think fit, any such appointments may, if the Board thinks fit be made in favour of the members or any of the members of any local Directorate established as aforesaid, or in favour of any fluctuating body of persons whether nominated directed or indirectly by Board, and any such Power-Attorney may contain such provisions for the protection convenience of persons dealing with such attorneys as the Board thinks fit.

***Foreign Register of members and Debentures holders.***

- ii) The Company cause to be kept in any state or country outside India, as may be permitted by the Act, a Foreign Register of Members or Debentures holders resident in any such state or country and the Board may, from time to time, make such regulations not being consistent with the provisions of Sections 157 and 158 of the Act. The Board may, from time to time make such provisions as it may think fit relating thereto and may comply, with the requirements of any local law and shall in any case comply, with the provisions of Sections 157 and 158 of the Act.

## AUTHENTICATION OF DOCUMENTS

### *Power to authentication documents.*

131. Any Director or Secretary or any officer appointed by the Board for the purpose, shall have power to authenticate any documents affecting the constitution of the Company and any books, record, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the office, the local manager or other officer of the Company having the custody thereof, shall be deemed to be a person appointed by the Board as aforesaid.

### *Certified copies of resolution of the Board.*

132. A document purporting to be a copy of resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such accordance with the provisions of the last preceding Articles shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be that such extract is a true and accurate record of duly constituted meeting of the Directors.

## COMMENCEMENT OF BUSINESS

### *Compliance before commencement of new business.*

133. The company shall not at any time commence any business out of other objects of its Memorandum of Association unless the provisions of sub-section 2(B) of Section 149 of the Act, have been duly complied with by it.

### *Custody of Seal.*

134. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Director or a Committee of the Directors previously given and one Director at least shall sign every instrument to which the seal is affixed Provide never the less that any instrument bearing the seal of Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same. The Directors shall have power from time to time to destroy the common seal and substitute a new seal.

## DIVIDENDS

### *How profits shall be divisible.*

135. Subject to Rights of members entitled to shares (if any) with preferential or special rights attached to them the profits of the Company from time to time determined to be distributed as dividend in respect of any year or other period shall be applied for payment of dividend on the shares in proportion to the amount of capital paid up on the Shares provided that unless the Board otherwise determines all dividends shall be apportioned and proportionately to the amount paid or credited as paid up on the shares during any portion or portions of the period in respect of which dividend is paid. Provided always that subject as aforesaid any capital paid up on a share during the period in respect of which a dividend is declared shall (Unless the board otherwise determines or the terms of issue otherwise provide as the case may be), only entitle the holder of such share to an appointed amount of such dividend as from the date of payment but so that where capital is paid up in advance of calls such capital shall not confer a right to participate in profits.



***Declaration of dividends.***

136. The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may subject to the provisions of Section 207 of the Act fix the time for payment.

***Restrictions on amount of dividend.***

137. No larger dividend shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.

***Dividends out of profits only.***

138. No dividend shall be payable except out of the Company of the year or any other undistributed and no dividend shall carry interest as against the Company.

***What to be a deemed net profit.***

139. The Declaration of the Directors as to the amount of the profits of the Company for any year shall be conclusive.

***Interim dividends.***

140. The Directors may from time to time pay to the members such interest dividends as in their judgement the position of the Company justifies.

***Debts may be deducted.***

141. The Director may retain any dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists subject to Section 245A of the Act.

***Dividend and call together***

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

***Dividend Right.***

143. A transfer of share shall not pass the rights to any dividend thereon before the registration of the transfer.

***Retention in certain cases.***

144. The Directors may retain the dividend payable upon shares in respect of which any person is under the transmission Article entitle to become a member or which any person under that Article is entitled to transfer until such person shall duly become a member in respect thereof or shall transfer the same.

***Dividend to joint-holder.***

145. Any one the several person who are registered as a joint-holders of any share may give effectual receipts of all dividends and payments on account of dividends in respect of such shares.

***Payment by post.***

146. Unless otherwise directed, any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or in the case of joint-holders to the registered address of that one whose name stands first on the Register in respect

of the joint holding or to such address and the member or person entitled or such joint holders as the case may be, may direct and every cheque or warrant so sent shall be made payable at par to the person or to the order of the person to whom it is sent or the order of such other person as the member or person entitled or such joint-holders, as the case may be, pay direct.

***When payment a good discharge.***

147. The payment of every cheque or warrant sent under the provisions of the last preceding Article shall, if such cheque or warrant purports to be duly endorsed, be a good discharge to the Company in respect thereof, provided nevertheless that the Company shall not be responsible for the loss of any cheque, dividend, warrant or postal money order which shall be sent by post to any member or by his order to any other person in respect or postal money order which shall be sent by post to any member or by his order to any other to any other person in respect of any dividend.

***Unclaimed dividends.***

148. (a) Any dividend remaining unpaid or unclaimed after having been declared shall be dealt in accordance with Section 205(A) and 205(B) of the Companies Act, 1956.
- (b) No unclaimed or unpaid dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with the provision of Section 205(A) of the Companies Act, in respect of such dividend.

***Dividend in cash.***

149. No dividend shall be payable except in cash, provided that nothing in the forgoing shall be deemed to prohibit the capitalization of profits, or reserves of the Company for the purpose of issuing fully paid-up bonus shares or paying up any of amount for the time being unpaid on the shares held by the members of the Company.

***Payments of Interest on capital.***

150. The Directors may pay interest on capital raised for the construction of works or building when and so far as they shall be authorized to do so by Section 208 of the Act.

***Notice of declaration of dividend.***

151. Notice of any dividend, whether interim or otherwise shall be given to the persons entitled to the share therein the manner hereinafter provided.

## **BOOKS AND DOCUMENTS**

***Where to be kept.***

152. The Books of Account shall be kept at the registered office or at such other place as the Directors think fit, and shall be open to inspection by the Directors during business hours.

***Inspection by members.***

153. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts or books or documents or the Company or any of them shall be open for inspection to members not being Directors, and no member (not being a Director) shall have any right of inspection any books or account or documents of the Company except as conferred by law or authorized by the Directors or by the Company in General Meeting.

## ACCOUNTS

### ***Balance Sheet and profit and Loss account.***

154. At every Annual General Meeting the Board shall lay before the Company a Balance Sheet and Profit and Loss Account made up in accordance with provisions of Section 210 of the Act and Such balance Sheet and Profit and Loss Account shall comply with the requirement of Section 201, 211, 212 and 216 and as per Schedule VI to the Act so far as they are applicable to the Company but save as aforesaid, the Board shall not be bound to disclose greater details of the result or extent of the trading and transaction of the Company than it may deem expedient.

### ***Annual Report of Directors.***

155. There shall be attached to every Balance Sheet laid before the Company a report by the Board complying with Section 217 of the Act.

### ***Copies to be sent to members and others.***

156. A copy of every Balance Sheet (including the Profit and Loss Account, the Auditors Report and every document required by Law to be annexed or attached to the Balance Sheet) shall, as provided by Section 219 of the Act, not less than twenty-one days before the meeting be sent to every such member, debenture-holder, trustee and other persons to whom the same is required to be sent by the said section.

### ***Copies of Balance Sheet etc. to be filled.***

157. The Company shall comply with Section 220 of the Act as to filling copies of the Balance Sheet and Profit and Loss Account and documents required to be annexed or attached thereto with the Registrar.

## AUDITORS

### ***Accounts to be audited annually.***

158. Once at least in every year the books of account of the Company shall be audited by one or more Auditor or Auditors.

### ***Appointment, remuneration, rights and duties of auditors.***

159. The appointment, powers, rights, remuneration and duties of Auditors shall be regulated by Section 224 to 233 of the Act.

## SERVICES OF NOTICES AND DOCUMENTS.

### ***How notices served on members.***

160. The Company shall comply with the provisions of Section 53, 172 and 190 of the Act as to the serving of notices.

### ***Transferee etc. bound by prior notices.***

161. Every person who, by operation of law, or by transfer or by other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered on the register shall be duly given to the person from whom he derives his title to such share.

### ***Notice valid though member deceased.***

162. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall notwithstanding such member be then deceased and whether or not the Company has notice of his demise, be deemed to have been duly served

in respect of any registered shares whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint-holders thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors or administrations and all persons, if any, jointly interested with him or her in any such share.

***How notice to be signal.***

163. The signature to any to be given by the Company may be written or printed.

***Services of process in winding-up.***

164. Subject to the provisions of Section 492 and 509 of the Act, in the event of a winding up of the Company, every member of the Company who is not for the time being in the town where the office of the Company is situated shall be bound, within eight weeks after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding up of the Company, to serve notice in writing on the voluntarily, or the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some house-holder residing in the neighbourhood of the offices upon whom all summons, notices, processes, orders and judgements in relation to or under the winding up of the Company may be served and in default of such nomination the liquidator of the Company shall be at liberty, on behalf of such member, to appoint some such person and service upon any such appointee whether appointed by member, or the liquidator shall be deemed to be good personal service on such member of all purposes and where the liquidator makes any advertisement, he shall, with all convenient speed, give notice thereof to such member by advertisement in some daily newspaper circulating in the neighbourhood of the office or by a registered letter sent by post and addressed to such member at his address as registered in the Register and such notice shall be deemed to be served on the day on which the advertisement appears or the letter would be delivered in the ordinary course of the post. The Provisions of this Article shall not prejudice the right of the Liquidator of the Company to serve any notice or other document in any other manner prescribed by these Articles.

**KEEPING OF REGISTERS AND INSPECTION**

***Registers to be maintained by Company.***

165. The Company shall duly keep and maintain at the Office, Registers in accordance with Section 49(7), 143, 150, 151, 152, 301, 303, 307, 370 and 372 of the Act and Rule 7(2) of the Companies (issue of Share Certificate) Rules, 1960.

***Supply of copies of Registers.***

166. The company shall comply with the provisions of Section 39, 118, 163, 192, 196, 219, 301, 302, 304, 307, 370 and 372 of the Act, as to the inspection of and supply of copies of the Registers deeds, documents, instruments, returns, certificates and books herein mentioned to the persons, therein specified when so required by such persons, on payment of the charges, if any, prescribed by the said sections.

***Inspection of Registers.***

167. Where under any provisions of the Act, any person whether a member of the Company or not is entitled to inspect any register, return, certificates, deed, instrument or document required to be kept or maintained by the Company, the person so entitled to inspection shall be permitted to inspect the same during the hours of 10 A.M. and 2 P.M. on such business days as the Act requires them to be open for inspection.

***When Registers of members and Debenture holder may be closed.***

168. The Company, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the office is situated, close the Register of Members or the Register of debentures-holders, as the case may be, for any period or periods not exceeding the aggregate forty five days in each year but not exceeding thirty days at any one time.

**RECONSTRUCTION**

***Reconstruction.***

169. One any sale of the undertaking of the Company, the Directors or Liquidator 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 India or not other than existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profit's of the Company permit), or the Liquidators (in winding-up) may distribute such shares or securities or any other property of the Company amongst the members without realizations or vest the same in trustees for them and special resolution may provide for the distribution or appropriations if the cash, shares or other securities, benefits, otherwise than in accordance with the strict legal rights of the members, or contributories of the Company and for the revolution 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 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.

**SECRECY**

***Secrecy.***

170. Every Director, Manager, Secretary, Trustee for the Company, its member of debenture-holders, members of a Committee, officer, servant, account or other person employed in or about the business of the Company shall, if so required by the Board or by a Managing Director before entering upon his duties, sign a declaration pledging himself to observe a strict Secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not reveal any of the matters which may come to his knowledge in the discharge of the matters when required to do so by the Board or by any meeting or by a Court of Law and expect so far as may be necessary in order to comply with any of the provisions in these Articles contained.

***No shareholder to enter the premises of the Company without permissions.***

171. No member or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors, or subject to Articles 128 to require discovery or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matters whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate.

## WINDING UP

### *Distribution of assets.*

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

### *Distribution of assets in specie.*

173. In the event of Company being wound up, whether voluntarily or otherwise, the liquidators may with sanction of a Special Resolution divide among the contributories, in specie or kind any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in Trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators, with like sanction, shall think fit.

## INDEMNITY

### *Indemnity.*

174. Subject to the provisions of Section 201 of the Act, every Directors, Manager, Secretary and other officer or employee of the Company shall be indemnified against and it shall be the duty of the Directors to pay out of the funds of the Company all bonafide costs, losses and expenses (including travelling expenses) which may such Directors, Manager or Secretary or other officer of employee may incur or become liable to by reason of any contract entered into or any way in the discharge of his or their duties and in particular, and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him or by them as such Director, Manager, Secretary, Officer or employee in defending any proceeding whether civil or criminal in which judgement is given in his or their favour or he or they is or are acquitted, or in connection with any application under Section 633 of the Act in which relief is granted by the Court and the amount for which such indemnity is provided shall immediately attach as alien on the property of the Company and have priority as between the member over all other claims.

### *Individual responsibility of Directors.*

175. Subject to the provisions of the Act and so far as such provisions permit, no Director, Auditor or other Officer of the Company shall be liable for acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or act for conformity, or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property required by order of the Director for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss occasioned by any error of judgement, omission, default or oversight on his part, or for any loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.



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

Name, description, address and occupation to the subscribes (Address Common for all)	Numbers of Equity Shares taken by Subscriber	Signature of the witnesses and their addresses, description and occupations
Smt. Bhanumati Shantilal Kanakia	10 (Ten)	
Mr. Nitin Shantilal Kanakia	10 (Ten)	
Smt. Prafulla Nitin Kanakia	10 (Ten)	Mahendra V. Sanghavi S/o, Vallabhdas, Sanghavi, B.Com., L.L.B., F.C.A., 7, Prabhat Bhanusali Lane, Ghatkopar (E), Bombay - 400077
Mr. Mahendra Shantilal Kanakia	10 (Ten)	
Smt. Nalini Mahendra Kanakia	10 (Ten)	
Smt. Nayana Ranjitbhai Kanakia	10 (Ten)	
Mr. Deepak Shantilal Kanakia	10 (Ten)	
114/C, R.K. WADI, V.P. ROAD, Bombay 400004.		
	Total 70 (Seventy) Equity Shares	

Dated 30<sup>th</sup> day of September, 1985 at Ahmedabad.

- \* **ARTICLE 41, ARTICLE 83 & ARTICLE 103 ALTERED VIDE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 21<sup>ST</sup> JUNE 1990.**
- \* **ARTICLE 46(A) INSERTED VIDE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 24<sup>TH</sup> JUNE 2000.**
- \* **ARTICLE 48(A) & 55(A) INSERTED VIDE RESOLUTION PASSED AT THE AGM OF THE COMPANY HELD ON 29<sup>TH</sup> JUNE 2001.**