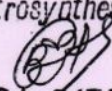


MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
GUJARAT PETROSYNTHESE LIMITED.

CERTIFIED TRUE COPY
For Gujarat Petrosynthese Ltd.


B.J. PATEL
Company Secretary



A16646259

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, करनाटका

कम्पनी अधिनियम, 1956 की धारा 18(3)

राज्य परिवर्तित करने के संबंध में, कम्पनी विधि बोर्ड के आदेश के पंजीकरण से संबंधित प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L23209KA1977PLC043357

मैसर्स GUJARAT PETROSYNTHESIS LIMITED

20 1111 2007

ने अपने विशेष विनिश्चय द्वारा, इसके पंजीकृत कार्यालय को गुजरात राज्य से करनाटका राज्य में स्थानान्तरित करने के निमित्त अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है और इस परिवर्तन की पुष्टि
Mumbai, West Region

के दिनांक 11/06/2007 के आदेश द्वारा किए जाने पर.

मैं, यह सत्यापित करता हूँ कि उक्त आदेश की सत्यापित प्रतिलिपि को आज पंजीकृत कर लिया गया है।

मेरे हस्ताक्षर द्वारा बेंगलूर में, यह प्रमाण-पत्र, आज दिनांक तेरह जुलाई दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Karnataka

SECTION 18(3) OF THE COMPANIES ACT, 1956

Certificate of Registration of Company Law Board order for Change of State

Corporate Identity Number : L23209KA1977PLC043357

M/s GUJARAT PETROSYNTHESIS LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Gujarat to the Karnataka and such alteration having been confirmed by an order of Mumbai, West Region bearing the date 11/06/2007.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at Bangalore this Thirteenth day of July Two Thousand Seven.

(SANJAY KUMAR GUPTA)

ABST कम्पनी रजिस्ट्रार / Registrar of Companies
करनाटका
Karnataka

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
GUJARAT PETROSYNTHESIS LIMITED
24, II Main, Doddanekkundi Industrial Area., Phase 1, Mahadevapura.,
Bangalore - 560048,
Karnataka, INDIA



CO NO: 3060



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

In the Office of the Registrar of Companies GUJARAT (AHMEDABAD)

[Under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF* PETROSYNTHESSE LIMITED

I hereby certify that PETROSYNTHESSE Limited.

which was originally incorporated on NINETEENTH day of SEPTEMBER 19 77 1956

under the Companies Act and under the name PETROSYNTHESSE Limited.

having duly passed the necessary resolution in terms of section 21(1)(a) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Ministry of Law Justice and Department of Company Affairs

letter No. RD:89(21)12/81 Thirteenth DAY Day of January 1982

the name of the said company is this day changed to GUJARAT PETROSYNTHESSE LIMITED

and this certificate is issued pursuant to section 23 (1) of the said Act.

Given under my hand at AHMEDABAD Fourth day of February 1982.

(One thousand nine hundred Eighty Two.)



Handwritten signature of K.G. Ananth Krishnan

(K.G. ANANTH KRISHNAN)

Registrar of Companies. GUJARAT.

R.A.1.

CERTIFIED TRUE COPY

*Here give the name of the company as existing prior to the change. Here give the name of the Acc(s) under which the company was originally registered incorporated.

For Gujarat Petrosynthese Ltd.

B.T. PATEL

Company Secretary



No. 3060

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

In the Office of the Registrar of Companies GUJARAT (AHMEDABAD)

[Under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF* PETROSYNTHESE PRIVATE LIMITED

I hereby certify that Petrosynthese Private Limited. which was originally incorporated on Nineteenth day of September 19 77 under the Companies Act and under the name Petrosynthese Private Limited. having duly passed the necessary resolution in terms of section 31 192 (a) (b) of Companies Act, 1956, and the approval of the Central Government, signified in writing having been recorded thereon in the Ministry of Law, Justice and Secretary to Government, Ahmedabad

letter No. X dated X 1981

the name of the said company is this day changed to PETROSYNTHESE LIMITED and this certificate is issued pursuant to section 31 XXXI of the said Act.

Given under my hand at AHMEDABAD, THIRTIETH day of SEPTEMBER 19 81
(One thousand nine hundred EIGHTY ONE)



G.P. Srivastava
(G.P. SRIVASTAVA) 30/9/81
ASSTT. Registrar of Companies, GUJARAT

CERTIFIED TRUE COPY

For Gujarat Petrosynthese Ltd.

B. Patel
B. PATEL
Company Secretary

*Here give the name of the company as existing prior to the change.
†Here give the name of the Act(s) under which the company was originally registered Incorporated.
J.S.C. 7.



सत्यमेव जयते

CERTIFICATE OF INCORPORATION

No. 3060 1977-78

I hereby certify that PETROSYNTHESE PRIVATE
LIMITED * * *

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

Given under my hand at AHMEDABAD

this NINETEENTH day of SEPTEMBER

One thousand nine hundred and SEVENTY SEVEN



J.G. GATHA
(J.G. GATHA)
Registrar of Companies,
Gujarat

J. S. C-1,

CERTIFIED TRUE COPY

For Gujarat Petrosynthese Ltd.

B.I. Patel
B.I. PATEL
Company Secretary

MEMORANDUM OF ASSOCIATION
OF
GUJARAT PETROSYNTHESE LIMITED

- I. The name of the Company is GUJARAT PETROSYNTHESE LIMITED.
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- 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 enter into an agreement with Messrs. Industrial and Allied Chemicals, National House, 6, Tulloch Road, Bombay 400 001 to undertake manufacture of Polybutenes as per the approval of Central Government, Ministry of Petroleum letter No. LI/439/74 dated 18th May, 1974 and also to take over benefits of contracts of the Collaboration agreement dated 31st October, 1975 entered into by and between Cosden Technology Inc and the said Messrs. Industrial and Allied Chemicals as approved by Ministry of Industrial Development letter No. LI/439/74 dated 18th May, 1974, on such terms and conditions as may be decided by and between the company after its incorporation and the said Messrs. Industrial and Allied Chemicals and to develop and extend the scope of the manufacture of the said item and to do all such act matter and things as may be necessary to implement the project in manufacturing the said item.
 - (2) To carry on the business as manufacturers, importers, exporters, merchants, distributors, commission agents, brokers, wholesale and retail dealers and producers of, and in all kinds of heavy organic and heavy inorganic chemicals, petrochemicals and their respective raw materials, auxiliary intermediates, by products, coproducts, synthetics, finished products and articles of any kinds thereof including olefins, polybutenes, and other higher homologues, including waxes, polybutadienes, polybutene additives, lube oil additives, petrol and diesel additives, high temperature lubricants, pasting agents thermosetting and thermoplastic compounding agents and additives and laminates thereof, caulks sealants and caulking and sealing compounds, glazing compounds, adhesives, greases, water proofing compounds, electrical compounds, potting compounds, gear lubricants and Hydraulic fluids compressors lubricants, metal rolling and wire drawing lubricants Inks, plasticisers, rubber additives, leather impregnation additives, paper coatings and asphalts, mould release compounds agricultural sealants and all and any other polybutene derivatives, compounds additives and applications thereof, hues dyestuffs, by-products, intermediates thereof, colouring matters, auxiliary products, varnishes, lacquers, compounding agents, acids, alkalies, tannins, and special chemicals substances, all kinds of developers, soaping and cleaning agents, bleaching, sizing and desizing materials.
 - (3) To carry on the business of producers, refiners storers, suppliers and distributors of petroleum and petroleum products and to carry on business as manufacturers of and the dealers in all types of metallurgical, electro-chemical, organic heavy and inorganic heavy

chemicals, fine chemicals including photographic chemicals and other chemical substances of all kinds, basic intermediate, finished or otherwise and compounds including any and all elementary substances and any and all alloys and compounds hereof.

- (a) To purchase, charter, hire or otherwise acquire, sell, exchange, let or charter either in India or in any other country or otherwise deal with steam and other ships or vessels, of any description with all equipment, and furniture, and to establish maintain and operate transport services by water and land between India and other countries of the world for the conveyance of chemicals between such ports and places in any part of the world as may seem expedient, and generally to establish, maintain and operate lines, or regular services of steamships or other vessels propelled by power of otherwise, on such trades, routes and services as may be allotted to the Company by the Government of India, for the purposes of conveyance of chemicals.
- (b) To acquire licenses to carry on the business in respect of Chemicals as Bulk Carriers, Ship Owners, Shipping Agents and Forwarders.

B] THE INCIDENTAL OR ANCILLARY OBJECTS FOR THE ATTAINMENT OF MAIN OBJECTS.

- (4) To purchase or otherwise acquire, manufacture, search for, develop, produce, extract, refine, treat, reduce, distill, blend purify and pump lay down and maintain, pipelines, pumping stations and other appliances for transport of store, hold, use, experiment with, market distribute, exchange, supply, sell, and otherwise dispose of, import, export, and trade and generally deal in any and all kinds of petroleum and petroleum products, oil, gasses, hydrocarbons and other minerals and their products and byproducts crude oil, natural gas and other volatile substances, asphalt, bitumen, bituminous substances, carbon activated carbon, graphite carbon black, acetylene black, hydrogenation of cool water, gas and other gases and the products or the byproducts which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances.
- (5) To purchase, take on lease or in exchange, get transferred or otherwise acquire stock-in-trade and any rights or privileges either private or belonging to joint stock companies wherever situate and the property business and goodwill appertaining thereto respectively which the Board of Directors of the Company may think necessary or convenient for the purpose of the Company's business.
- (6) To guarantee or deposit or become liable for the payment of money or for the performance of any obligations in relation to business connected or ancillary to main objects.
- (7) To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights in which the Company will be interested for its business.
- (8) To apply for recognition as Export House, apply for import entitlements, export incentives, drawbacks and exercise such other rights and privileges of an import export undertaking.
- (9) To sell, improve, manage, develop, exchange, lease, mortgage,

dispose of, turn out to account, or otherwise deal with all or any part of the property and rights of the Company.

- (10) To open account or accounts either current or overdraft with any bank or banks, persons or company and to endorse cheques and operate such accounts.
- (11) To seek for and secure openings for the employment of capital in India and elsewhere, and with a view thereto to prospect, inquire, examine, explore and test and to despatch and employ expeditions commissioners, experts and other agents for business of the Company.
- (12) To exchange, sell, convey, assign or let on lease or leases or otherwise deal with the whole or any part of the Company's immovable property and to accept as consideration for or in lieu thereof, other land or cash or Government security or securities guaranteed by Government or partly the one and partly the other or such other property or securities as may be determined by the Company and to take back or re-acquire any property so disposed of by re-purchasing or leasing the same for such price or prices or consideration and on such terms and conditions as may be agreed on.
- (13) To sell or dispose of for cash or on credit or to contract for the sale and future delivery of, or to send for sale to any part of India or elsewhere, all the articles and things and also all other products or produce whatsoever of the Company.
- (14) To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such considerations as the Company may think fit and in particular for shares fully or partly paid up, debentures, debenture stock or securities of any other Company whether promoted by the Company for the purpose or not and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (15) To undertake the payment of all rents and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.
- (16) To arrange and undertake the sale, purchase or advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or vendors of property belonging to the company and to let any portion of any premises for residential, trade or business purposes or other private or public purposes and to collect rents and income and to supply to tenants and occupiers and other refreshments, clubs, public halls, messengers, lights, waiting rooms, lavatories, laundry conveniences, electric conveniences, garage and other advantages.
- (17) To purchase the reversion or reversions or otherwise acquire the freehold or fee simple, of all or any part of the lands for the time being held under lease, or for an estate less than a freehold estate by the Company.
- (18) To carry on any other trade or business whatsoever as can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any of the Company's business or as calculated directly or indirectly to develop any branch of the Company's business or to increase the value, turn to account any of the Company's assets property or rights.

- (19) To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm, company or corporation carrying on any business which this Company is authorised to carry on or possessed of any property or rights suitable for the purpose of the Company and to carry on or liquidate and wind up such business.
- (20) To undertake any advisory, accountancy, technical or similar work and to take part in supervision or control of the business or operation of any other Company or undertaking in which Company is interested to achieve objects of the Company.
- (21) To acquire, establish and provide or otherwise arrange for transport any kinds for the purposes of the business of the Company and to construct any lines or works in connection therewith and work the same by steam, gas, air, electricity or other fuel or power.
- (22) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring an exclusive, non-exclusive or limited rights to use, any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem to be expedient or convenient or calculated directly or indirectly to benefit this Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights and information so acquired.
- (23) To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know-how processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operations of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things, cases and other cash or any other assets as may be thought.
- (24) To produce, prepare, treat, repair, alter, manipulate, exchange, hire, let on hire, import, export, dispose of and deal in all kinds of articles and things, raw materials, stores, stock-in-trade, finished goods including chattels and effects which may be required for the purpose of any of the businesses which the Company is expressly or by implication authorised by this memorandum to carry on or which are commonly supplied or which may seem capable of being profitably dealt with in connection with any of the said business.
- (25) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall consider to be preliminary including therein the cost of advertising, commissions for underwriting, professional and legal charges, brokerage, printing and stationery and expenses attendant upon the formation of agencies and local boards.
- (26) To enter into any partnership or joint venture any arrangement for sharing profits and losses, union of interest, joint ventures, reciprocal concession or otherwise with any person or persons, firm or concern or corporation carrying on or engaged in or about to carry on or engage in any business or enterprise which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit or to expedient for the purpose of this Company and to take or otherwise acquire and hold shares or stock in or securities of and to subsidize or otherwise assist any such

Company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities.

(27) To amalgamate with any other Company whose objects are or include objects similar to those of this Company whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other Company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any other company as aforesaid or in any other manner as permissible under the Companies Act, 1956, the Monopolies and Restrictive Trade Practice Act, 1969 and such other legislation.

(28) To enter into any arrangement with any Government or authorities, Municipal, Local or otherwise that may seem conducive to the Company's activities or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable or expedient to obtain and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.

(29) To provide for the welfare of Directors or persons in the employment of the Company or formerly engaged in any business acquired by the Company and the wives, widows and families or dependants of such persons by grants of moneys, pensions or other payments and by establishing and supporting or aiding in the establishment and support of associations, institutions, funds, trusts, conveniences and providing or subscribing towards places of instruction and recreation and hospitals, dispensaries, medical and other attendances and other assistance, as the Company shall think fit and to form, subscribe to or otherwise aid benevolent, religious, scientific, national, social, public or other institutions or objects, or exhibitions which shall have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.

(30) From time to time to subscribe or contribute to or guarantee money for any charitable, benevolent or useful objects of public character or to political parties (as and when permissible under the Companies Act, 1956) or to social, cultural or economic organisations etc., or for any political, social, economic or cultural objectives or for similar objects or purposes the support of which will, in the opinion of the Company, tend to increase its repute or popularity among its employees, its customers or the public.

(a) To undertake, carry out, promote or sponsor any programme of rural health or development, including any programme of mass immunisation or for promoting the health, social and economic welfare or the cultural uplift of the public in any rural or other areas, to assist in the execution and promotion of any such programme either directly or through the agency of any person or persons or in any other manner, and to incur expenditure on any such programme of rural health or development, with power to the Directors to transfer, with or without consideration, or divert the ownership of any property of the Company to or in favour of any public or local body or Authority, Central or State Government, Public Institution or any Trust engaged in programme of rural development as the Directors may, in their sole and absolute discretion decide.

(b) To undertake, carry out, promote and sponsor or assist in any activity for the promotion and growth of the national economy and for discharging social and moral

responsibilities of the Company to the public or to any section of the public, as also in any activity which is likely to promote national welfare or social economic or cultural uplift of the public or any section of the public and in such manner and by such means, as may be thought fit, and without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc., or for organising lectures or seminars likely to advance these subjects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies, academic pursuits or researches and for establishing, conducting or assisting any Institution, Fund, Trust, etc. having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner, in order to implement any of the above mentioned objects or purposes, and transfer without consideration or at such fair or concessional value, or divert 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 Public Institutions or Trust recognised or approved by Central or the State Government or under any law for the time being in force.

- (31) To promote any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (32) To invest and deal with the moneys of the Company not immediately required, in shares, stock, bonds, debentures, obligations or other securities of any Company or association or in Government securities or in deposit with Banks or in any other investments of commodities or in any other manner as may from time to time be determined.
- (33) To lend money to such persons and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to give any guarantee or indemnity as may seem expedient but not to do any banking business as described in Banking Regulations Act 1949.
- (34) To borrow or raise or secure the payment of money by mortgage or by the issue of debentures or debenture stock, perpetual or otherwise or in such other manner as the Company shall think fit and for the purposes aforesaid to charge all or any of the Company's property or assets present and future, including its uncalled capital and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance and to redeem, purchase or pay off any such security.
- (35) Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters and to provide the remuneration of such persons for their services by payment in cash, or by the issue of shares, debentures or other securities of the Company, or by the granting of opinions, to take the same, or in any other manner allowed by law.
- (36) To undertake and execute any trusts the undertaking whereof may seem desirable or expedient and either gratuitously or otherwise.
- (37) To adopt such means of making known the products of the Company as may seem expedient or convenient and in particular by advertising in the press, by circulars, by purchase and

exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, towards and donations.

- (38) To establish and maintain or discontinue offices, local agencies and branches, places of business and procure the Company to be registered, or recognized and carry on business in any part of the world
- (39) To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
- (40) To create any depreciation fund, reserve fund, sinking fund, insurance fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interests of the Company.
- (41) To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical, research and experiments, to undertake and carry on scientific and technical researches, experiments and test of all kinds, to promote studies and researches, both scientific and technical, investigations and inventions, by providing, subsidising and endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remunerations of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students and/ or employees or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
- (42) To establish, maintain and conduct training schools, courses and programmes in connection with the sale, installation, use, maintenance, improvement or repair of machine apparatus, appliances, or products and of articles, required in the use thereof or used in connection therewith by the company.
- (43) To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement of industrial or labour problems or troubles of the promotion of industry or trade or social economical justice.
- (44) To dedicate, present or otherwise dispose of, either voluntarily or for value, any property of the Company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or of the public.
- (45) To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any ways connected with any particular trade or business or with scientific research, trade, industry, or commerce generally and particularly with the business and activities of the Company including any association, institution, or fund for the protection of the interests of masters, owners and employers against loss by bad debts accidents, or otherwise.
- (46) To manufacture, prepare for market, refine and otherwise manipulate and deal in and turn to account all materials and commodities grown or produced or purchased by the Company and all refuse and by-products derived therefrom.

- (47) To refer to, agree to refer any claim, demand, dispute or any other person, by or against the Company, or in which the Company is interested or concerned and whether between the Company and the member or members of his or their representatives or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
- (48) To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimise financial or other disturbances which might affect the Company
- (49) To place, to reserve or to distribute bonus shares among the members or otherwise to apply as the Company may from time to time think fit, any moneys of the Company including moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and also moneys arising from the sale by the Company of forfeited shares as permissible under the Companies Act, 1956.
- (50) To distribute any of the Company's property among the members in specie or kind as permissible under the provisions of the Companies Act, 1956.
- (51) To do all or any of the above things in any part of the world and either as principals, agents, trustees or otherwise and either alone or in conjunction with others and by or through agents sub-contractors, trustees or otherwise.
- (52) To do all such other things as are incidental or the Company may think expedient or conducive to the attainment of the above objects or any of them.
- (53) To do needful for the promotion and growth of the national economy through increased productivity, effective utilisation of material and manpower resources and continued application of modern scientific and managerial techniques in keeping with the national aspirations; and the Company shall be mindful of its social and moral responsibilities to the consumers, employees, shareholders, society and the local community.
- (54) To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchases and exhibition of works of art or interest, by publication of books and periodicals. and by granting prizes, rewards and donations.
- (55) To control or acquire any companies, associations or undertakings or assets or business thereof which may seem to the Board of Directors capable of being carried on in connection with the objects of the Company or calculated directly or indirectly to enhance the value of or render profitable, any of the Company's property or rights (except assurance business within the meaning of the Insurance Act as amended from time to time) or benefit the Company in any way.
- (56) To obtain any order of Government or Judiciary for enabling the Company to obtain all powers and authorities necessary or expedient to carry out or expand any of the objects of the Company or for any other purpose which may seem expedient and to oppose any proceedings or application which seem calculated

directly or indirectly to prejudice the Company's interest.

- (57) To enter into negotiations with foreign companies and other persons and acquire, by grant, purchase, lease, barter, licence or other terms, formulae, processes and other rights and benefits and to obtain financial and/or technical collaboration, technical information, know-how and expert adviser
- (58) To extend the business of the Company from time to time by purchasing or taking on lease or otherwise acquiring any lands (whether freehold, leasehold or otherwise) with or without building and machinery standing thereon situate in India or elsewhere by erecting Mills or other buildings on such lands; by purchasing or taking on lease or otherwise acquiring the business goodwill, and property of any private factory or other factory situate in India or elsewhere and by amalgamating with, or purchasing or otherwise acquiring the business goodwill, property and assets of any one or more Joint Stock Company or Companies carrying on any similar business anywhere in India.
- (59) To generate, accumulate and supply electricity or other energy for running the Company's mills, factories, plant and machinery and for other purposes of the business of the company and to dispose of any surplus electricity or energy for any other purposes and on any terms and conditions and in any manner as the Company thinks expedient or convenient and for such purposes to acquire or construct, lay down, establish, fix and carry out all plant, power-house, cables, wires, lines accumulators, transformers, lamps and works and to carry on the business of electricians and engineers and to do, execute and transact all such other works acts, matters and things as the Company may think expedient or convenient in connection with main objects.
- (60) To sink wells and shaft and to make, build and construct, lay down, acquire and maintain, reservoirs waterworks, cisterns, tanks, culverts, filter beds, main and other pipes, plant, machinery and appliances and to execute and do all other works and things expedient or convenient for obtaining, storing and delivering water for the purpose of the business of the Company and to dispose off any surplus water for any other purposes and on any terms and conditions and in any manner as the Company thinks expedient or convenient.
- (61) To provide residential and/or sleeping accommodation for workmen and others, and in connection therewith to afford to such persons, facilities and conveniences for washing, bathing, cooking, reading, writing and finding employment and for the purchase, sale and consumption of provisions both liquid and solid.
- (62) To lay roads and pleasure gardens and recreation grounds, to plant, drain farm, cultivate or otherwise improve the land or any part thereof for the purpose and in connection with the business of the Company, and to let out, lease or dispose of the above.

C) OTHER OBJECTS :

Special resolution passed to commence and to undertake all or any of the business at 15th Annual General meeting held on 25-9-92.

- (63) To manufacture or otherwise acquire and deal in containers and packing materials of any kinds including those made of glass, earthenware, metal, paper, cardboard and plastic materials.
- (64) To purchase, breed, raise, produce or otherwise acquire, invest in own, hold, use, lease, mortgage, pledge, sell, assign, transfer or

otherwise dispose of, trade deal in and deal with any and all kinds of animals and agricultural products, and purchase, manufacture, produce or otherwise, acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, deal in and deal with any and all articles or things manufactured, produced, resulting or derived in whole or in part from animals or agricultural products or any kind, whether to be used as food or in commerce manufacture, the sciences, the arts or otherwise.

- (65) To purchase, manufacture, construct, erect, fabricate, build, press, stamp, draw, spin, furnish, equip, utilise, procure, refine, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade, deal in and with any and all kinds of metals and source materials, ingredient, mixtures, derivatives, and compounds thereof, and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used including but not limited to mechanical and electrical machinery, apparatus, equipment, implements, devices, fixtures, supplies and accessories and casting and forgings.
- (66) To engage in the business of engineering, constructing and construction, including the design, manufacture, construction, erection, alteration, repair and installation of plants, buildings, structures, ways, works, systems and mechanical, electrical and electronic machinery, equipment, apparatus and devices.
- (67) To cultivate, grow, produce and deal in any vegetable products and to carry on all or any of the business of foremen, dairymen, mill contractors, dairy foremen, millers, purveyors and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw, seedsmen and to buy, sell, trade in any goods which is usually traded in any of the above business or any other business associated with the foregoing or other interests of the Company.
- (68) To carry on the trades or business of manufacturers of and dealers in, explosives, ammunition, firewells and other explosive products and accessories of all kinds and of whatsoever composition and whether for military, spating, mining or industrial purposes or for petrochemical display or any other purpose.
- (69) To explore, prospect, take on lease or on royalty basis or otherwise acquire mines, mining rights and lands or any interest therein and to quarry, mine, dress, reduce, draw, extract, calcine, smelt, refine, manufacture, process and otherwise acquire, buy, sell or otherwise dispose of and deal in all types of qualities and descriptions of ores, metal and mineral substances and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects.
- (70) To carry on the business of iron founders, civil and mechanical engineers, consulting engineers, project engineers, technical consultants, and manufacturers of agricultural, industrial and other machinery and tool kits, machine tool makers, brass founders, metal-workers, boiler-makers, makers of locomotives and engineers of every description, millwrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, chemists, metallurgists, electrical engineers, water supply engineering and steel makers, framers, printers, carriers and to buy, sell, design, specify, manufacture, fabricate, export, import, repair, convert, alter, let on hire, and deal in machinery, implement plants, tools, tackles, instruments, rolling stock and hardware of all kinds, general fittings, accessories and appliances of all description made of metal, alloy, glass or any other material and any parts of such

accessories or fittings and generally to carry on business as merchants, importers and exporters and to transact and carry on all kinds of agency business.

- (71) To carry on business as timber merchants, saw mill proprietor and timber growers and to buy, sell, grow, prepare for market, manipulate import for, export and deal in timber and wood of all kinds and to manufacture and deal in veneers, veneer products, veneer for teacheasts, packing cases and commercial boards, decorative veneers, laminated boards, block boards, composite boards, compressed boards, pressed boards, hard board, ship boards, bent wood, moulded wood and articles of all kinds in the manufacture of which timber or wood is used.
- (72) To carry on business as financiers, capitalists, commercial agents, mortgage brokers, financial agents and advisers.
- (73) To carry on the business of manufacturers, exporters and importers, commission agents, tradesmen and dealers in dyes, dyes intermediates and dyestuffs, chemicals of all types including agricultural, laboratory, photographic, pharmaceutical and industrial chemicals, oils of all kinds including vegetable and natural essential oils tanning and tanning extracts, paint and paint raw materials, solvents, perfumes, acids, alkalies, plastic and plastic materials of all kinds including polythene and polyvinylchloride (PVC) and its allied products and substances whether manufactured or not.
- (74) To carry on the business of Manufacturers, Exporters and Importers, Commission Agents, Tradesmen and dealers in all kinds of fertilisers including synthetic and other fertilizers, manure, mixtures, dips, sprays, vermiculites, pesticides, insecticides, medicines and medicines of all kinds for agriculture, horticulture or other purposes and remedies for animals and also to deal in Agricultural implements like pumps, sprays, machines, tractors and allied articles.
- (75) To carry on business as manufacturers, importers and exporters of, and dealers in plastic, bakelite, celluloids and other similar materials and goods, articles and products of every kind and description, manufactured wholly or partly out of any of the chemicals and allied substances, refuse and by products of the Company.
- (76) To carry on the business of chemical, mineral and mining engineers, analysis and analysers of metal, minerals, finished products and consultants and prospectors and drawers.
- (77) To refine, treat and render merchantable and fit for use natural deposits of salt, brine, nitron, soda, kieselguhr nitrates and other chemicals substances of all kinds obtained as aforesaid and to manufacture therefrom by any electrolytic, metallurgic or other forms of plants or process of every kind of chemical and other products and by-products.
- (78) To purchase, take on lease or in exchange or otherwise acquire and run all kinds of plantations, such as mowra tree plantations, palm tree plantations, sugarcane plantations, coconut tree plantation and plantations yielding essential oils of all kinds whatsoever.
- (79) To carry on business as dealers in, importers, exporters, manufacturers, producers and preservers of, dairy, farm and garden produce of all kinds and in particular milk cream, butter, cheese and any other milk products, poultry and eggs, fruits and vegetables.

- (80) To carry on business as cow and cattle keepers, farmers, millers, and market gardeners and as manufacturers of and dealers in condensed milk, jam, pickels, cider fruit juices, fruit flavours and spice flavours in any form, spices, preserved and other provisions of all kinds.
- (81) To carry on business as manufacturers and producers of vegetables, fruits, spices, groundnut cake, flour and proteins and in particular canned goods such as syrups, vinegar, assavas, sweets, condiments, spices, body foods, fruit products, vegetables of all kinds, and all allied and by products thereof, and for the purposes thereof, to establish preservation centres and canning and other factories at any place or places and to develop such and other allied business and to give subsidies to farmers, fishermen, and other persons doing such business or who can grow and/or procure necessary materials required by the Company.
- (82) To carry on all kinds of agency business and as buying and selling agents of all articles, things, commodities and products.
- (83) To manufacture, produce, refine, prepare for market, distil, treat, cure, submit to any process, purchase, sell and otherwise trade or deal in, export and import and dispose of and turn to account vegetable oils, essential oils, chemicals including aromatic chemicals and perfumery compounds, gum, molasses, syrups, alcohol, spirits, balta and other gums and residual and other produce of products and byproducts thereof.
- (84) To promote, help, encourage and/ or undertake cultivation, production and collection of flowers, herbs, roots, leaves, seeds, woods, resins and other substances suitable for the manufacture of essential oils, aromatic chemicals and perfumery compounds.
- (85) To carry on all or any of the business of Soap and Candle makers, tallow merchants, oil merchants and manufacturers of and dealers in and other preparations or compounds perfumery and proprietary articles and materials and derivatives and other similar articles of every description.
- (86) To carry on the business of manufacturers of and dealers in all kinds of apparatuses, bottles, containers, caps, stoppers, jars, brushes, boxes and cases, wholly of card wood, metal, plastic or other substances tins, cartoons, compact cases, tools utensils, filing and packing the articles and products of the Company.
- (87) To carry on the business of tin makers, tin manufacturers, tin converters, colliery proprietors, coke manufacturers, miners, smelters, engineers, tin plate makers and iron founders in all their respective branches.
- (88) To carry on the business of extracting oil either by crushing or by chemical or any other processes from copra, cotton-seed, linseed, castorseed, groundnuts or any other nut or seed or other oil bearing substance whatsoever.
- (89) To manufacture and deal in hydrogenated oils, vegetable oils, vegetable ghee substitutes, vegetable products and butter substitutes, glycerine, lubricating oils, greases, boiled oils, varnishes and all other kinds of oils, and oil preparations and products including by-products of whatsoever description and kind and to carry on the business of manufacturers and dealers in all kinds of oils, oil-seeds and oil buyers, sellers and dealers of oilseeds and oil products including byproducts.

- (90) To carry on business as manufacturers, refiners, importers and exporters of and dealers and merchants in copra, cotton-seeds, linseed, castorseed, groundnuts or any other nut or oilbearing substances whatsoever and oils and cakes manufactured therefrom hydrogenated oils, oilcakes, grains and flour, as makers and manufacturers of cattle food, poultry foods and foods for animals and birds and feeding and fattening preparations of every description, as makers and manufacturers of manures and fertilisers of every description.
- (91) To carry on the business of General stores, buyers, and sellers of and dealers in all kinds of goods, merchandise and consumables and house hold stores, importers, exporters and dealers in wholesale and retail in cotton, cotton yarn and cloth, silk yarn, cloth and rayon, nylon and all kinds of cloth and textile goods, all kinds of fats, tallows, oil oils and oil seeds and goods and other grain, seeds and pulses and all kinds of stores and goods, dyes, chemicals, drugs, provisions, articles and things, whether for commercial use or for public or private consumption.
- (92) To carry on the business of tourist, travel and transport agents and contractors and any other business whatsoever to encourage, promote, increase and facilitate the tourist trade, and to act as authorized dealers in foreign exchange in India or in any other part of the world.
- (93) To purchase, erect, acquire equipment, manage or in any other manner and in all its aspects deal in hotels and lodging houses of every kind and sort including all the conveniences, amenities and facilities adjunct thereto, in India or in any other part of the world.
- (94) To carry on the business of restaurants, Cafes, refreshment rooms, clubs and casinos of every sort and kinds, to establish shops, canteens, kitchens and any other establishments for this purpose and for the sale of food and drink of every sort and kind and to arrange for and provide all manner of entertainments, amusements, recreation and instruction for the public.
- (95) To render advisory, consultancy, technical and operational services in India and abroad for the construction, interior or exterior designing, planning, operating or managing of hotels, restaurants and the like and to render in relation thereto all kinds of services.
- (96) To carry on the business of buying, selling importing, exporting, producing, manufacturing or otherwise dealing in all food and food products, all agricultural and dairy products, all alcoholic and non-alcoholic drinks and beverages, tobacco, livestock, animal produce furniture, fixtures, fittings, furnishings, motor cars and all other vehicles and all other articles and things, conveniences, amenities, facilities and business which may be thought necessary and adjunct to the above mentioned business of the Company.
- (97) To carry on the business of manufacturers and dealers in audio visual and electronic equipment of every sort and kind and musical instruments of all kinds and every kind of instrument, device, appliance, component, accessory whereby sound or vision is recorded, amplified, produced, reproduced, transmitted or received.
- (98) To carry on the business of builders and building contractors, designers and manufacturers of and dealers in all building materials and all other equipment and requisites of the hotel industry.
- (99) To carry on the business of printers and publishers of material and work of every kind and sort thereof.

- (100) To carry on the business of beauty-parlours, launderers and to manufacture and/or deal in cloth/or/garments, readymade or made to measure, curios, antiques, handicrafts, jewellery and ornaments, all manner and kinds, sports requisites, games and toys, consumer articles and consumer durables of every description; and all other articles and things, conveniences, amenities, facilities and business which may be thought necessary and connected therewith.
- (101) To carry on the business of merchants, exporters, importers, underwriters, landed proprietors, builders, contractors.
- (102) To invest money at interest on the security of freehold and lease hold land or land or any tenure, stock, shares, securities, merchandise and other property and to act as agents for the investment, loan payment, transmission and collection of money and for the purchase, sale and improvement, development and management of property, including business concerns and undertakings and generally to transact and undertake of agency business.
- (103) To purchase, manufacture, produce, refine, mine or otherwise acquire, invest in own, hold, use lease, mortgage, pledge sell, assign, transfer or otherwise dispose of, trade, deal in and deal with any kinds of chemicals and sources materials, ingredients, mixtures, derivatives, and compounds, thereof and any and all kinds of products of which any of the foregoing is used, including but not limited to medicines, pharmaceuticals, fertilizers and industrial chemicals of all kinds.
- (104) To undertake any advisory, consultancy, secretarial, accountancy, clerical or similar work.
- (105) To act as stockists, commission agents, manufacturers' representatives or agents, selling and purchasing agents, distributors, brokers, trustees, attorneys and transfer agents for any other Company, firm, corporation or person.
- (106) To carry on business as house, land and estate agents and to arrange or undertake the sale, purchase of, 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 of any premises for residential, trade or business purposes, or other private or public purposes and to collect rents and income and to supply to tenants and occupiers and other refreshments, clubs, public halls, messengers, lights, waiting rooms, reading rooms, meetings rooms, lavatories, laundry conveniences, electric conveyances garage and other advantages.
- (107) To purchase, take on lease or in exchange or otherwise acquire and run all kinds of plantations, such as mowra tree plantations, palm tree plantations, sugarcane plantations, coconut tree plantations and plantations yielding essential oils of all kinds whatsoever.
- (108) To carry on the business of manufacturing, producing, buying, selling, importing, exporting or in any manner dealing in foods and other products made from oil, meat, fish, poultry vegetable fruits and other substances.
- (109) To purchase, or otherwise acquire and to carry on the business of businesses of deep-sea fishers, fishers, fish salesmen, wholesale and retail fish merchants, ice manufacturers, of all kinds, oil merchants and refiners, utilisers, of fish oils all kinds oil merchants and refiners utilisers of fish refuse and manure

manufacturers; and to carry on the business of wholesale or retail dealers of fishes, whether raw or after deep-freeze, dehydration or any other process.

- (110) To act as agents to or for bankers and to issue travellers' cheques, coupons, drafts and various other modes of foreign exchange on their behalf, and to act as brokers and agents for insurance companies in all their branches, and for railways, shipping, aerial and transport companies and to do undertake and perform all kinds of agency business as incidental and connected with the business handled by the Company.
- (111) To receive moneys, merely for the purposes of the business of the Company, securities and valuables of all kinds on deposit at interest or for custody and generally to carry on the business of a safe deposit company.
- (112) To carry on the business of advertising and publicity agents, press agents, advertising consultants, display specialists and generally to undertake and execute agencies thereof.

AND it is hereby declared that:

- i) The objects incidental to or ancillary to the attainment to the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.
- ii) The objects set forth in each of the several clauses of paragraph III hereof shall extend to all parts of the world.
- iii) Nothing in this paragraph shall authorise the Company to do any business which may fall within the powers of the Banking Regulation Act, 1949, or the Insurance Act, 1938.
- iv) The liability of the members is limited.
- v) The Authorized Share Capital of the Company shall be Rs. 8,00,00,000/- (Rupees Eight Crore Only) divided into 80,00,000 (Eighty Lac) Equity shares of Rs. 10/- each with power to the Company to increase or reduce the said capital and to issue any part of its capital, original or increased with or without any preferences, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions, so that unless the conditions of issue shall otherwise be subject to the power herein contained. The rights and privileges attached to any share having preferential, qualified or special rights, privileges or conditions attached thereto may be altered or dealt with in accordance with clause of the accompanying Articles of Association but not otherwise.

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

Name of Subscriber	Addresses, Occupation and Descriptions of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness and his name address, description and occupation
1. Dr. Rameshchandra Maganlal Thakkar	11A, New Bhatwadi Cross Lane, Bombay 400 004. Industrialist Son of Manganlal N. Thakkar	100 (One hundred)	sd/-	(P. D. GANDHI) PRATAPRAY DURLABHJI GANDHI M.A., LL.B., F.C.S. Adocate & Solicitor, Son of Vakil Durlabhji Gandhi Wadia Building, 3rd Floor, 17-19, Dalal Street, Fort, Bombay 400 023.
2 Dr. (Mrs.) Sharayu Rameshchandra Thakkar	11A, New Bhatwadi Cross Lane, Bombay 400 004. Industrialist Wife of Rameshchandra M. Thakkar	100 (One hundred)	sd/-	
	TOTAL	200 (Two Hundred)		

Dated this 14th day of September, 1977.

ARTICLES OF ASSOCIATION

OF

GUJARAT PETROSYNTHESE LIMITED

PRELIMINARY

Table 'A' not to apply.

1. The regulations contained in Table 'A', in the First Schedule to the Companies Act, 1956, shall not apply to the Company, but the regulations for the management of the Company and for the observance of the Members thereof and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 1956, be such as are contained in these Articles.

Interpretation.

2. In these Articles :

- (i) The marginal notes shall not affect the construction.
- (ii) "The Act" means "The Companies Act, 1956" as amended from time to time.
- (iii) "Board" means a meeting of the Directors duly called and constituted or, as the case may be, the Directors assembled at a Board or the Directors of the Company collectively.
- (iv) "The Company" means "GUJARAT PETROSYNTHESE LIMITED".
- (v) "Dividend" includes Bonus.
- (vi) "Members" means the duly registered holders, from time to time, of the shares of the Company and includes the subscribers of the Memorandum of Association.
- (vii) "Office" means the duly Registered Office for the time being of the Company.
- (viii) "Proxy" means an instrument whereby any person is authorised to vote for a member at a general meeting on a poll.
- (ix) "The Register" means the Register of Members to be kept pursuant to the Act.
- (x) "Seal" means the Common Seal for the time being of the Company.
- (xi) "Special Resolution" and Ordinary Resolution - have the meanings assigned thereto respectively by Section 189 of the Act.
- (xii) "In writing or "written" include words printed, lithographed, typewritten, represented or reproduced in any mode in visible form.
- (xiii) Words importing the masculine gender also include the feminine gender.
- (xiv) Words Importing the singular number include, where the context admits or requires, the plural number and vice versa.
- (xv) Subject as aforesaid any words or expressions defined in the Act shall except where the subject or context forbids bear the same meaning in these Articles.
- (xvi) "GIIC" shall mean and include successors and assigns of "Gujarat Industrial Investment Corporation Limited".

3. Deleted

The Company shall enter into agreement

4. The Company shall enter into following agreements:

- (i) The Agreement between Messrs. Industrial & Allied Chemicals, National House, 6, Tulloch Road, Bombay 400 001 and Company to undertake manufacturing of Polybutenes as per Central Government, Ministry of Petroleum, New Delhi letter No.LI/439/74 dated 18th May 1974 and also to take over benefits of contracts of the Collaboration agreement dated 31st October, 1975 entered into by and between Cosden Technology Inc. and the said Messrs. Industrial and Allied Chemicals as approved by Ministry of Industrial Development letter No.LI/439/ 74 dated 18th May, 1974 on such terms and conditions as may be decided by and between the Company after its incorporation and the said Messrs. and Allied Chemicals.
- (ii) An agreement between Dr. Rameshchandra Maganlal Thakkar on One Part and the Company on the Other Part for the appointment of Dr. Rameshchandra Maganlal Thakkar as the permanent Director of the Company.
- (iii) An agreement between Dr. (Mrs.) Sharayu Rameshchandra Thakkar on the One Part and the Company on the Other Part for her appointment as the permanent Director of the Company.

SHARE CAPITAL

Share Capital.

4. (A) The Authorized Share Capital of the Company shall be Rs. 8,00,00,000/- (Rupees Eight Crore Only) divided into 80,00,000 (Eighty Lac) Equity shares of Rs. 10/- each.

Power to increase Capital

5. The Company in general meeting may, from time to time, increase the capital by the creation of new shares of such amount as may be deemed expedient.

Conditions regarding issue of new shares.

6. Subject to the provisions of Section 86 of the Act, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the Company in general meeting shall prescribe and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.

Power to issue Redeemable Preference Shares.

7. Subject to the provisions of Section 80 of the Act, any such new shares may be issued as Preference Shares which are or at the option of the Company are to be liable to be redeemed; and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption subject however to the following conditions :

- (a) no such shares shall be redeemed except out of profits of the Company which would otherwise be available for

dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption;

- (b) no such shares shall be redeemed unless they are fully paid;
- (c) the premium, if any, payable on redemption shall have been provided for out of the profits of the Company or the Company's share premium account before the shares are redeemed;
- (d) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall out of the profits which would otherwise have been available for dividend be transferred to a Reserve Fund to be called "The Capital Redemption Reserve Account", a sum equal to the amount applied in redeeming the shares; and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 80 of the Act apply as if the Capital Redemption Reserve were paid-up share capital of the Company.

New shares to rank with shares existing capital.

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

Reduction of Capital.

9. The Company may, from time to time, by Special Resolution, reduce its capital in any manner for the time being authorised by law, and, in particular, capital may be paid off on the footing that it may be called up again or otherwise. This article is not to derogate from any power the Company would have if it were omitted.

Sub-division of Capital or consolidation.

10. The Company in General meeting may by ordinary resolution :
- (i) consolidate and divide all or any of share capital into shares of larger amount than its existing shares;
 - (ii) convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination;
 - (iii) sub-divide its 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, any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
 - (iv) cancel shares which, at the date of passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

MODIFICATION OF CLASS RIGHTS

Power to modify class rights.

11. If at any time the share capital by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 106 and 107 of the Act, whether or not the Company is being wound up, be varied, modified abrogated or dealt with, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class and all the provisions contained in these Articles as to general meeting (including the provisions relating to quorum at such meetings) shall mutatis mutandis apply to every such meeting. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly prohibited by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

SHARES

Shares to be numbered progressively and no share to be sub-divided.

12. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner hereinbefore mentioned, no share shall be sub-divided.

New shares to be offered to existing members.

13. When at any time subsequent to the first allotment of shares in the Company it is proposed to increase the subscribed capital of the Company by the issue of new shares, then, subject to any directions to the contrary which may be given by the Company in general meeting and subject only to those directions, such new shares shall be offered to the persons who at the date of the offer are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date and such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than 15 days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined. After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think fit most beneficial to the Company.

Notwithstanding anything herein contained the new shares aforesaid may be offered to any persons, whether or not those persons include the persons who, at the date of the offer, are holders of the equity shares of the Company in any manner whatsoever.

- (a) If a Special Resolution to that effect is passed by the Company in general meeting;
or
- (b) where no such Special Resolution is passed if the votes cast (whether on a show of hands or on a poll, as the case may be) in favour of the proposal contained in the Resolution moved at the general meeting sanctioning the issue of such shares (including the casting vote, if any, of the Chairman) by members who being entitled so to do, vote in person or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members so entitled and

voting and the Central Government is satisfied, on an application made by the Board of Directors in that behalf that the proposal is most beneficial to the Company.

Issue of shares at premium & discount.

14. The Company in general meeting may determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or not) in such proportion and on such terms and conditions and (subject to compliance with the provisions of Sections 78 and 79 of the Act) either at a premium or at par or at a discount, as such general meeting shall determine and with full power to give any person (whether a member or not) the option to call for or be allotted shares of any class of the Company either at a premium or at par or at a discount (subject to compliance with the provisions of Sections 78 and 79 of the Act, in either case) such option being exercisable at such times and for such consideration as may be directed by such general meeting or the Company in general meeting may make any other provision whatsoever for the issue, allotment or disposal of any shares.

Provided that option or right to call of shares shall not be given to any person or persons except with the sanction of the Company in General Meeting.

Acceptance of shares.

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

Deposit and calls, etc., to be a debt payable immediately.

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

Liability of Members.

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

SHARE CERTIFICATE

Certificate of shares.

18. The certificates of title to shares shall be issued under the Seal of the Company which shall be affixed in the presence of and signed by

- (i) two Directors or persons acting on behalf of the Directors under a duly registered Power of Attorney; and

- (ii) the Secretary or some other person appointed by the Board for the purpose. A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography.

PROVIDED ALWAYS that notwithstanding anything contained in this article the certificates of title to shares may be executed and issued in accordance with such other provisions of the Act or the Rules made thereunder, as may be in force for the time being and from time to time.

Member's right to Certificates.

19. Every member shall be entitled to one certificate for all the shares registered in his name. Every certificate of shares shall specify the denoting numbers of the shares in respect of which it is issued and the amount paid up thereon. For each further certificate the Board of Directors shall be entitled but shall not be bound to prescribe a charge not exceeding one rupee.

Fractional Certificates.

20. The Company may issue such fractional certificates as the Board of Directors may approve in respect of any of the shares of the Company on such terms as the Board of Directors think fit as to the period within which the fractional certificates are to be converted into share certificates.

Renewal and issue of Duplicate.

21. (a) No Certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out, or where the cages on the reverse for recording transfers have been fully utilised unless the certificate in lieu of which it is issued is surrendered to the Company. The Company shall be entitled to charge such fee, not exceeding Rs.2/- per share certificate issued on splitting or consolidation of share certificates or any replacement of share certificates that are defaced or torn as the Board thinks fit provided that if the share certificates are split into marketable units prescribed by a Stock Exchange on which the shares of the Company are quoted, no fee shall be charged by the Board.
- (b) When a new share certificate has been issued in pursuance of clause (a) of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is "Issued in lieu of shares Certificate No.....sub-divided/replaced/on consolidation of shares.
- (c) If a share certificate is lost or destroyed, a new certificate in lieu thereof shall be issued only with the prior consent of the Board and on payment of such fee, not exceeding Rs.2/- as the Board may from time to time fix, and on such terms, if any, as to evidence and indemnity as to payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Board thinks fit.
- (d) When a new share certificate has been issued in pursuance of clause (c) of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is "duplicate issued in lieu of shares Certificate No.....". The word "duplicate" shall be stamped or punched in bold letters across the face of the share certificate.

(e) Where a new share certificate has been issued in pursuance of clause (a) or clause (c) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates indicating against the names of the persons to whom the certificate is issued, the number and date of issue of share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross references in the "Remarks" column.

(f) All blank forms to be issued for issue of share certificates shall be printed and the printing shall be done only on the authority of a Resolution of the Board. The blank forms shall be consecutively machine numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or such other person as the Board may appoint for the purpose; and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.

(g) The Managing Director of the Company for the time being or if the Company has no Managing Director, every Director of the Company, shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates except the blank forms of share certificates referred to in sub-article (f).

(h) All books referred to in sub-article (g) shall be preserved in good order permanently.

(i) That notwithstanding anything contained in Article 21(a) to 21(h), the board may, in its absolute discretion, refuse applications for sub-division or consolidation of Share certificates, into denominations of less than the marketable lot except when such subdivision or consolidation is required to be made to comply with a statutory provision or an order of a competent court of law.

The first named deemed sole holder.

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

Certificate to be delivered first named of joint-holders.

23. The certificate of shares registered in the names of two or more persons shall be delivered to the person first named on the Register.

Trust and recognised.

24. Save as herein otherwise provided in Section 187-C or in any other provision of the Act or Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and, accordingly, shall not, except as ordered by a Court of competent jurisdiction or as by statute required, be bound to recognise any equitable or other claim to or interest in such share on the part of any other person.

"Notwithstanding anything contained in this article, where any declaration in respect of the beneficial interest is made under sub-section 1 and 2 of Section 187-C of the Act, the Company shall make a note of such declaration in the Register and comply with such other requirements as laid down in the said Section 187-C of the Act."

Notice of change of name or marriage of member.

25. No member who shall change his name or who, being a female, shall marry, shall be entitled to recover any dividend or to vote in the name other than the one registered with the Company, until notice of the change of name or of marriage respectively, is given to the Company in order that the same be registered.



Inserted vide Special Resolution passed at Extra Ordinary General Meeting of members held on 24th Feb. 1995.

26 A The Company shall have power, subject to and in accordance with all applicable provisions of the Act to purchase any of its own fully paid shares whether or not they are redeemable and may make a payment out of capital in respect of such purchase

Commission may be paid.

27. The Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring or agreeing to procure subscription (whether absolute or conditional) for any shares or debentures in the Company, but so that statutory conditions and requirements

Inserted vide Special Resolution passed at the 27th Annual General Meeting of Members, held on 23.09.2004.



- i.) "Existing Article No.26 A shall be substituted with the following new Article

New Article No.26A.

'Subject to the provisions of section 77A, 77AA and 77B of the Companies Act, 1956 and all other applicable provisions of Securities and Exchange Board of India Act, 1992 and rules, regulations and guidelines thereunder, Company may acquire, purchase or buy-back its own shares or other specific securities out of its free reserve or securities premium accounts or the proceeds of any shares or other specified securities.'

- ii.) After new Article No.26A, new Article No.26B shall be inserted

New Article No.26B

'Notwithstanding anything contained in the Articles of Association of the Company, the Company shall pass a resolution by the members of the Company by means of postal ballot relating to such business as the Central Government may prescribe from time to time in this behalf and shall comply with the procedure for postal ballot or other methods prescribed under the Act and rules framed thereunder'.

of such call the Board of Directors may by notice in writing to the members, revoke the same or extend the time for payment thereof.

Amount payable of fixed times on new issue payable as calls.

31. If by the terms of issue of any shares or otherwise any amount is made payable at any fixed time or by instalments at fixed times whether on account of the amount of the shares or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Board of Directors and of which due notice had been given and all the provisions herein contained in respect of calls shall relate to such amount or instalment accordingly.

Calls to date from resolution.

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

When interest on call or instalment payable.

33. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof the holder for the time being of the share in respect of which the call shall have been made or the instalment shall be due, shall pay interest for the same at the rate of nine per cent per annum from the date appointed for the payment thereof to the time of actual payment or at such other rate as the Board of Directors may determine. The Board of Directors may however in their absolute discretion forego payment of any interest wherein their opinion the circumstances under the same are just and equitable.

Proof on trial of suit for money due on shares.

34. On the trial or hearing of any action or suit brought by the Company against any member or his representative for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered appears entered on the Register as the holder, at or subsequently to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be recovered, that the resolution making the call is duly recorded in the minute book, and that notices of such call was duly given to the member or his representatives sued in pursuance of these presents; and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Part payment or any indulgence not to preclude forfeiture.

35. Neither the receipt of the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

Payment in anticipation of calls may carry interest.

36. The Board of Directors may, if it thinks fit, agree to and receive from any member willing to advance the same, all or any part of the amounts of their respective shares beyond the sums actually called up; and upon the moneys so paid in advance or upon so much thereof, from time to time and at any time thereafter, as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Board of Directors may pay or allow interest, at such rate as the member paying the sum in advance and the Board of Directors agree upon. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the member three months' notice in writing.

"Provided that moneys paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in the profits of the Company."

FORFEITURE AND LIEN

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

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

In default of Notice.

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

Terms of the payment, shares to be forfeited.

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

Notice of forfeiture to a member.

40. When any shares have been so forfeited, notice of the forfeiture shall be given to the member in whose name the shares stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register.

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

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

fit.

Power to annul forfeiture.

42. The Board of Directors may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul forfeiture thereof upon such conditions as it thinks fit.

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

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

Effect of forfeiture.

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

Company's lien on shares.

45. The Company shall have no lien on its fully paid-up shares. In the case of partly paid-up shares, the Company shall have a lien only to the extent of all moneys called or payable at a fixed time in respect of such shares, otherwise such partly paid-up shares shall be free from any lien of the Company. Any lien on shares shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Board of Directors, may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

Enforcement of lien by sale.

46. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as they think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served as provided in Article 196 hereof on such member, his heirs, executors or administrators and default shall have been made by him or them in the payment, fulfilment or discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale, the Board may authorise some person to execute an instrument of transfer in respect of the shares sold and to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as aforesaid the certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in lieu thereof to the purchaser or purchasers concerned.

Application of proceeds of sale.

47. The net proceeds of any such sale after payment of the costs of such sale shall be applied in or towards satisfaction of said debts,

liabilities or engagements of such member and the residue (if any) shall be paid to him, his heirs, executors, administrators or assigns.

Validity of sale under Articles 45 and 50.

48. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors may cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchaser money and after his name has been entered in the Register in respect of such shares, the validity of the sale and of the entry in the Register in respect of the shares sold shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

Application of forfeiture provisions.

49. The provisions of the Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of the issue of a share becomes payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had been payable by virtue of a call made and notified.

TRANSFER OR TRANSMISSION OF SHARES

Restriction on transfer.

50. The right of members to transfer the shares shall in the manner and to the extent provided hereinunder :

(a) to (i) deleted.

Execution of transfer.

- (j) No transfer shall be registered unless a proper instrument of transfer has been delivered to the Company. The instrument of transfer of any shares shall be executed by or on behalf of the transferor and by or on behalf of the transferee and shall specify the name, address and occupation, if any, of the transferee, and the transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the Register in respect thereof.

Form of Transfer.

51. The instrument of transfer shall be in writing and all the provisions of Section 108 of the Companies Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof.

Director's right to decline to register transfer.

52. The Board of Directors may at any time in their absolute and uncontrolled discretion and without assigning any reason decline to register any proposed transfer of shares. This clause shall apply notwithstanding that the proposed transferee may be already a member. Provided that Registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company of any account whatsoever except a lien on the shares.

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Notice to transferee and transfer of refusal to transfer shares.

53. If the Board of Directors refuse to register a transfer of any shares, they shall within one month after the date on which the transfer was lodged with the Company send to the transferee and the transferor notice of the refusal.

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Transfer to infant, etc.

54. No transfer shall be made to a person of unsound mind. Fully paid shares only may be permitted to be transferred to or held by minors provided the application is signed by his guardian.

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Transfer to be presented with evidence of title.

55. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by the certificate or certificates of the shares to be transferred or if no such certificate is in existence, accompanied by the letter of allotment of the shares and such other evidence as the Board of Directors may require to prove the title of the transferor, his right to transfer the shares and generally under and subject to such conditions and regulations as the Board of Directors shall from time to time prescribe and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of directors. But any instrument of transfer which the Board of Directors may decline to register shall, on demand, be returned to the person depositing the same.

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Fee on transfer.

56. No fee will be charged for transfer or transmission of shares.

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Transfer Books when closed.

57. The Board of Directors shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the city of Ahmedabad and Bombay to close the transfer books, the Register of Members and/or the Register of Debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year, as the Board may deem expedient.

58. The executor or administrators of a deceased member shall be the only persons recognised by the Company as having any title to his share except in cases of joint holders, in which case the surviving holder or holders or the executors or administrators of the last surviving holder shall be the only persons entitled to be so recognised, but nothing herein contained shall release estate of a deceased joint holder from any liability in respect of any share jointly held by him. The Company shall not be bound to recognise such executor or administrator unless he shall have obtained probate or letters of administration or other legal representation, as the case may be, from a duly constituted Court in India to grant such probate or letters of administration. Provided nevertheless that in cases, which the Board in its discretion consider to be special cases and in such cases only, it shall be lawful for the Board of Directors to dispense with the production of probate or letters of administration or such other legal representation upon such terms as to indemnity or otherwise as to the Board of Directors may deem fit. The holder of a succession certificate relating to the share of a deceased member and operative in the State of Maharashtra shall be deemed to be an administrator for the
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purpose of this clause.

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

59. Any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member, or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board of Directors (which the Board shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under the Article, or of his title, as the Board of Directors think sufficient be registered as a member in respect of such shares, or may, subject to the Regulations as to transfer hereinabove contained transfer such shares. This Clause is hereinafter referred to as "the transmission clause".

Directors right to refuse registration.

60. The Board of Directors shall have the Same right to refuse to register a person entitled by transmission, the shares or his nominee, as if he were the transferee named in an ordinary transfer presented for registration.

Company not liable for disregard of a notice prohibiting registration of a transfer.

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

BORROWING POWERS

Power to Borrow.

62. Subject to the provisions of Section 292 and 293 of the Act, the Board of Directors may from time to time at its discretion by a resolution passed at a Meeting of the Board, accept deposits from members, either in advance of calls or otherwise and may generally raise or borrow or secure the payment of any sum or sums of money for the Company, provided however where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board of Directors shall not borrow such moneys without the consent of the Company in general meeting.

The payment to re-payment of moneys borrowed.

63. The payment or repayment of moneys borrowed aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and, in particular pursuant to a resolution passed at a meeting of the Board (and not passed by circular) by the issue of debentures or debenture stock of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

Terms of issue of Debentures.

64. Any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending general meetings of the Company and the right to appoint Directors and otherwise, provided Debentures, Debenture Stock, bonds or other securities carrying the right of conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting.

Mortgage of uncalled capital.

65. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Board of Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed or, if permitted by the Act, may be instrument under Company's seal authorise the person in whose favour such mortgage or security is executed or any other person in trust for him, to make calls on the members in respect of such uncalled capital and the provisions herein before contained in regard to calls shall, mutatis, mutandis, apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of Board's power or otherwise and shall be assignable if expressed so to be.

Priority of charge on uncalled capital.

66. Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge and shall not be entitled by notice to the shareholders or otherwise, to obtain priority over such prior charge.

Execution of indemnity debts.

67. Subject to the provisions of the Act and these Articles if the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

GENERAL MEETINGS

Annual or Ordinary General Meeting.

68. The Annual General Meeting shall be held in accordance with Section 166 of the Act and shall be called for a time during business hours, on a day that is not a public holiday and shall be held either at the Registered Office of the Company or at some other place within the City of Bombay as the Board of Directors may determine and the notice calling the meeting shall specify it as the Annual General Meeting.

Right to attend General Meeting.

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

Reports, Statements and Registers to be laid on the Table.

70. At every Annual General Meeting of the Company there shall be laid on the table the Director's report and audited Statement of Accounts. Auditor's Report (if not already incorporated in the audited Statement of Accounts), the proxies lodged and the Register of Directors' holding maintained under Section 307 of the Act. The Auditor's Report shall be read before the Company in the General Meeting and shall be open to inspection by any member of the Company.

Distinction between Annual General and Extra-Ordinary General Meeting.

71. All general meetings other than Annual General Meetings shall be called Extra-Ordinary General Meeting.

Who may call an Extra-Ordinary General Meeting on requisition.

72. The Board may, whenever it thinks fit, call an Extra-Ordinary General Meeting.

Calling of Extra-Ordinary General Meeting on requisition.

73. The Board of Directors of the Company shall on the requisition of such number of members of the Company as is specified in subsection (4) of Section 169 of the Act, forthwith proceed duly to call an Extra-Ordinary 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.

Notice of Meeting.

74. A General Meeting of the Company may be called by giving not less than 21 days' notice in writing. However, a general meeting may be called after giving a shorter notice than of 21 days, if consent is accorded thereto.

- (i) in the case of an Annual General Meeting, by all the members entitled to vote thereat; and
- (ii) in the case of any other meeting, by members of the

Company holding not less than 95 per cent of such part of the paid up share capital of the Company as gives them a right to vote at that Meeting.

Provided that where any members of the Company are entitled to vote only on same resolution or resolutions to be passed at the meeting and not on the others, those members shall be taken into account for the purpose of this article in respect of the former resolution or resolutions but not in respect of the latter.

Contents of notices.

75. Every notice of a meeting of the Company shall specify the place, the date and hour of the meeting, and shall contain statement of the business to be transacted thereat. No general meeting, annual or extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specially mentioned in the notice or notices upon which it was convened.

Special Business.

76. (a) In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special, with the exception of business relating to

(i) the consideration of the accounts, Balance Sheet and Profit and Loss Account and the Report of the Board of Directors and the Auditors;

(ii) the declaration of dividend;

(iii) the appointment of Directors in the place of those retiring;

(iv) the appointment and the fixing of the remuneration of the Auditors;

In the case of any other meeting all business shall be deemed special.

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

Provided, however, that where any item of special business as aforesaid to be transacted at a meeting of the Company relates to, or affects any other Company, the extent of shareholding interest in that other Company, of every Director of the Company shall also be set out in the explanatory statement, if the extent of such shareholding interest is not less than twenty percent of the paid up share capital of that other Company.

(c) Where any item of business to be transacted at any General Meeting of the Company consists of according the approval of the meeting to any document, the time and place where the document can be inspected shall be specified in the explanatory statement.

Service of notice.

77. Notice of every meeting shall be given to every member of the Company in any manner authorised by sub-section (1) to (4) of Section 53 of the Act. It shall be given to the persons entitled to the share in consequence of the death or insolvency of a member, by sending through the post in a prepaid letter, addressed to them

by name or by the title of the representative of the deceased or assignees of the insolvent, or by any like description, at the address in India, if any supplied for the purpose by the persons claiming to be so entitled or unless such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred. Provided that where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighbourhood of the registered office of the Company under sub-section (3) of Section 53 of the Act, the explanatory statement need not be annexed to the notice as required by Section 173 of the said Act, but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.

Notice to be given to the Auditors.

78. Notice of every meeting of the Company shall be given to the Auditor or Auditors for the time being of the Company, in any manner authorised by Section 53 for giving notice to any member or members of the Company.

Omission to give Notice not to invalidate meeting.

79. The accidental omission to give notice of any meeting to or the non-receipt of any notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

Resolution requiring special notice.

80. Where by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice in respect of the same shall be given to the Company and by the Company as provided in Section 190 of the Act.

PROCEEDINGS AT GENERAL MEETING

Quorum.

81. Five members personally present shall be a quorum for a General Meeting. A body Corporate, being a member, shall be deemed to be personally present, if it is represented in accordance with Section 187 of the Act. No business shall be transacted at any general meeting unless the quorum requisite shall be present at the commencement of the business.

Chairman of General Meeting.

82. The Chairman of the Board of Directors shall be entitled to take chair at every general meeting.

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

83. If within half an hour from the time appointed for the meeting of the Company a quorum is not present, the meeting if convened upon the requisition of members as aforesaid shall stand dissolved, but in any other case it shall stand adjourned to the same day in the next week, at the same time and place or such other day, time and place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, those members who are personally present shall be quorum.

How question to be decided at meeting.

84. Every question submitted to a general meeting and every resolution put to the vote of a general meeting shall, unless a poll is demanded as hereinafter provided, be in the first instance decided by a show of hands.

Chairman's declaration of result of voting by show of hands to be conclusive.

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

Chairman's casting vote.

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

Demand for poll.

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

- (a) by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one tenth of the total voting power in respect of the resolution, or
- (b) by any member or members present in person or by proxy and holding shares in the Company on which an aggregate sum of not less than fifty thousand rupees has been paid up.

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

Time of taking poll.

87. (1) A poll demanded on a question of adjournment shall be taken forthwith.
- (2) A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Clause 86 hereof) shall be taken at such time not being later than forty-eight hours from the time when the demand was made, as the Chairman may direct.

Power to adjourn General Meeting.

88. The Chairman of a General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

Other business may proceed notwithstanding demand of poll.

89. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Right of Member to use his votes differently.

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

Scrutineers at poll.

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

Chairman's decision conclusive on vote or poll.

92. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting by show of hands. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

Resolution passed at adjourned meeting.

93. Where a resolution is passed at an adjourned meeting of :

- (a) the Company; or
(b) the holders of any class of shares in the Company.

The resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

Registration of certain Resolution & agreements.

94. A copy of each of the following resolutions (together with a copy of the Statement of material facts annexed under Section 173 to the notice of the meeting in which such resolution has been passed) or agreements shall, within thirty days after the passing or making thereof, be printed or typewritten and duly certified under the signature of an officer of the Company and filed with the Registrar :

- (a) Special resolutions ;
(b) resolutions which have been agreed to by all the members of the Company but which, if not so agreed to would not have been effective for their purpose unless they had been passed as special resolutions;
(c) resolutions of the Board of agreements relating to the

appointment, reappointment or the renewal of the appointment or variations of the terms of appointment of Managing Director;

- (d) resolutions or agreements which have been agreed by all the members of any class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members.
- (e) resolutions requiring the Company to be wound up voluntarily passed in pursuance of sub-section (1) of section 484 of the Act;
- (f) resolutions passed by the Company according consent to the exercise by its Board of Directors of any of the powers under clause (a) clause (d) & clause (e) of sub-section (1) of Section 293 of the Act; and
- (g) resolutions passed by the Company approving appointment of sole selling agents under Section 294 or Section 294 AA of the Act.

A copy of every resolution which has the effect of altering the Articles of Association of the Company and a copy of every Agreement referred to in sub-section (i) of Section 192 of the Act shall be embodied in or annexed to every copy of the Articles issued after the passing of the resolution or the making of the agreement.

In addition to the Resolutions/Agreements specified in this article, any other Resolution/Agreements referred to in subsection (i) of Section 192 of the Act, shall also be duly filed with the Registrar of Companies as mentioned in this Article.

Minutes of General of Meeting.

95. The Company shall cause minutes of the proceedings of every general meeting to be entered in the book kept for that purpose and the minutes shall contain and include the matters specified in Section 193 of the Act.

Inspection of Minute Books of General Meeting.

96. The books containing the aforesaid minutes shall be kept at the Registered office of the Company and be open to the inspection of any member without charge as provided in Section 196 of the Act and any member shall be furnished with a copy of any minutes in accordance with the terms of that Section.

VOTES OF MEMBERS

Votes may be given by Proxy or Attorney.

97. Subject to the provisions of the Act and these Articles vote may be given either personally or by an attorney or by proxy or in the case of a body corporate also by representative duly authorised under Section 187 of the Act and Article 103.

Number of votes to which members entitled.

98. Subject to the provisions of the Act and these Articles upon a show

of hands every member entitled to vote and present in person (including a body corporate present by a representative duly authorised in accordance with the provision of Section 187 of the Act and Article 103) or by attorney shall have one vote.

No voting by proxy on show of hands.

99. No member not personally present shall be entitled to vote on a show of hands unless such member is present by attorney or unless such member is body corporate present by representative duly authorised under Section 187 of the Act in which case such attorney or representative may vote on a show of hands as if he were member of the Company.

Votes in respect of shares of deceased and bankrupt members.

100. Any person entitled under the transmission clause (Article 63 hereof) to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposed to vote, he shall satisfy the Board of Directors or any person authorised by the Board of Directors in that behalf of his right to transfer such shares, or the Directors shall have previously admitted his right to transfer such shares or his right to vote at such meeting in respect thereof.

Joint Holders.

101. Where there are joint registered holders, any one of such persons may vote at any meeting either personally or by attorney duly authorised under power of attorney or by proxy in respect of such shares as if he were solely entitled thereto; and if more than one of such joint holders be personally present at any meeting, that one of the said persons so present whose name stands first or higher on the Register in respect of such share shall alone be entitled to vote in respect thereof; provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by an Attorney duly authorised under Power of Attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher in the Register in respect of such shares. Several executors or administrators of a deceased member in whose sole name any share stands shall for purposes of the clause be deemed joint holders thereof.

Instrument appointing proxy.

102. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if such appointer is corporation under its common seal or the hand of an officer or an attorney duly authorised by it. A person may be appointed a proxy though he is not a member of the Company, but such proxy shall not have any right to speak at any meeting.

Member's right to appoint proxy to be stated in notice.

103. Every notice convening a meeting of the Company shall state that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.

Instrument appointing proxy to be deposited at office.

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

When vote by proxy valid through authority revoked.

105. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company or by the Chairman of the meeting before the vote is given.

Form of proxy.

106. Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms set out in Schedule IX of the Act.

Time and place to inspect the proxies lodged.

107. Every member entitled to vote at a meeting of the Company according to the provisions of these Articles on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.

No member entitled to vote when any call due to the Company.

108. No member shall be entitled to vote at any general meeting either personally or by proxy or as proxy for another member or be reckoned in a quorum while any call or other sum shall be due and payable to the Company in respect of any of the shares of such member or in respect of any shares on which the Company has or had exercised any right of lien.

DIRECTORS

Number of Directors.

109. Unless otherwise provided by the General Meeting, the number of Directors shall not be less than three and not more than fifteen. The GIIC will be represented by two Directors (hereinafter referred to as "GIIC Directors") rotating or nonrotating including the Chairman to be appointed by the Government of Gujarat. IAAC shall be represented on the Board by three Directors (hereinafter referred to as "IAAC Directors") whether rotating or non-rotating.

First Directors.

- (A) The first Directors of the Company shall be :

- (I) Dr. Rameshchandra Maganlal Thakkar
- (II) Dr.(Mrs.) Sharayu Rameshchandra Thakkar

Permanent Managing Directors.

- (ii) The Managing Director of the Company shall be a professional person to be appointed by the Board as recommended by IAAC to GIIC. The terms and conditions of appointment and remuneration shall be decided by the Company on the recommendation of the Board of Directors. Subject to superintendence, control and directions of the Board, the day-to-day management will vest in the Managing Director who shall be the professional Manager and who shall be appointed by the Board of the Company as provided hereinabove.

Debenture Director.

110. 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 & Investment Corporation of India Limited (ICICI) and Life Insurance Corporation of India (LIC) or to any other Finance Corporation or Credit Corporation or to any other Financing Company or Body out of any loans granted by them to the Company or so long as IDBI, IFCI, ICICI, LIC and Unit Trust of India (UTI) or any other Financing Corporation or Credit Corporation or any other Financing Company or Body (each of which IDBI, IFCI, ICICI, LIC and UTI or any other Finance Corporation or Credit Corporation or any other Financing Company or Body is hereinafter in this article referred to as "the Corporation") continues to hold debentures in the Company by direct subscription or private placement, or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company, remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, wholetime or non-whole time [which Director or Director(s) is/are hereinafter referred to as "Nominee Director(s)"] on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their 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 be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

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

any guarantee furnished by the Corporation.

The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the meetings of the Committee of which the Nominee Director(s) is/are member(s) as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director(s) sitting fees and expenses which the other Directors of the Company are entitled, but if any other fees, commission, moneys or remuneration in any form is payable to the Director of the Company, the fees, commission, moneys and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s) in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director(s).

Provided that if 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 further that if such Nominee Director(s) is an officer of the Reserve Bank of India, the sitting fees in relation to such Nominee Director(s) shall also accrue to IDBI and the same shall accordingly be paid by the Company directly to IDBI.

Provided also that in the event of Nominee Director(s) being appointed as whole time Director(s) such Nominee Director(s) shall exercise such powers and duties as may be approved by the Lenders and have such rights as are usually exercised or available to a whole time Director in the management of the affairs of the Borrower. Such Nominee Director(s) shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders."

Appointment of Alternate Director.

111. The Board of Directors of the Company may appoint an Alternate Director to act for a Director (hereinafter called "the Original Director") during his absence for a period not less than three months from the State of Maharashtra and such appointment shall have effect and such appointee, shall have effect and such appointee, whilst he holds office as an Alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly. An Alternate Director appointed under this Article shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to the State of Maharashtra. If the term of office of the original Director is determined before he so returns to the State of Maharashtra, any provision in the Act or in these Articles for the automatic reappointment of retiring Directors in default of another appointment shall apply to the original Director and not to the Alternate Director.

Directors may fill up vacancies and add to their number.

112. Subject to the provisions of Section 264 and 284(6) of the Act, the Board of Directors shall have power, at any time and from time to

time to appoint any person to be a Director either as an addition to the Board or to fill a casual vacancy occurring on account of the office of any Director appointed by the Company in general meeting being vacated before his term of office would expire in the normal course, but so that the total number of Directors shall not at any time exceed the maximum fixed as above. Any person so appointed an addition to the Board shall retain his office only upto the date of the next Annual General Meeting but shall be eligible for re-election at such meeting. Any person appointed to fill a casual vacancy as aforesaid shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated as aforesaid.

No share Qualification of Directors.

113. It shall not be necessary for a Director to hold any qualification shares in the Company. Nevertheless a Director shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

Remuneration of Director.

114. (a) The remuneration of a Director shall be such sum not exceeding such sum as may be prescribed by the Central Government, as the Directors may fix for the meeting of the Board or of the Committee of the Directors attended by him.

- (b) In addition to the remuneration payable as above the Board of Directors may allow and pay to any Director who is not a bonafide resident of the place where a Meeting is held such sum as

Inserted vide Special Resolution passed at Extra Ordinary General Meeting of members held on 24th Feb. 1995.

114 (d) A Director who is neither in the Whole Time employment of the Company nor a managing Director may be paid remuneration by way of commission if the Company by Special Resolution authorises such payment.

Provided that the remuneration paid to such Director, or where there is more than one such Director, to all of them together, shall not exceed

- (i) One percent of the net profits of the Company, if the Company has a Managing or Whole Time Director or a Manager;
- (ii) Three percent of the net profits of the Company, in any other case.

Provided further that the Company in General Meeting may, with the approval of the Central Government, authorise the payment of such remuneration at a rate exceeding one percent or, as the case may be, three percent of its net profits.

The net profits referred above shall be computed in the manner referred to in Section 198 sub section (1).

meeting of the Company or in emergencies.

When office of Director to be vacated.

116. (1) Subject to the provisions of Section 283 (2) of the Act the office of Director shall become vacant if :
- (a) he fails to obtain within the time specified in Article 115



and subsection (1) of Section 270 of the Act, or at any time thereafter ceases to hold, the share qualification if any, required of him by these Articles; or

- (b) he is found to be of unsound mind by a Court of competent jurisdiction; or
- (c) he applies to be adjudicated an insolvent; or
- (d) he is adjudged an insolvent; or
- (e) he fails to pay any call made on him in respect of shares of the Company held by him, whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government has, by notification in the Official Gazette, removed the disqualification incurred by such failure; or
- (f) any office or place of profit under the Company or any subsidiary thereof is held by him in contravention of subsections (1) and (1B) of Section 314 of the Act; or
- (g) he absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board of Directors for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board of Directors; or
- (h) he becomes disqualified by an order of the Court under Section 203 of the Act; or
- (i) he is removed in pursuance of Article 130 or Section 284 of the Act, or
- (j) he (whether by himself or by any person for him or on his account) or any firm in which he is a partner or any private company of which he is a director, accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 295 of the Act; or
- (k) he acts in contravention of Section 299 of the Act and by virtue of such contravention shall have been deemed to have vacated office; or
- (l) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; or
- (m) he having been appointed a Director by virtue of his holding any office or other employment in the Company, ceases to hold such office or other employment in the Company.

(II) Subject to the provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Company or to the Board of Directors.

Board Resolution at a meeting necessary for certain contracts.

117. (I) Except with the consent of the Board of Director's of the Company and except with the previous approval of the Central Government where necessary under Section 297 of the Act a Director of the Company or his relative, a firm in which such a Director or relative is a partner; any other partner in such a firm, or a private Company of which the Director is a member or

Director, shall not enter into any contract with the Company :

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

(b) for underwriting the subscription of any shares in, or debenture of the Company.

(II) Nothing contained in the foregoing Clause (1) shall affect :

(a) the purchaser of goods and materials from the Company or the sale of goods and materials to the Company, by any Director, relative, firm, partner or private company as aforesaid for cash at prevailing market prices; or

(b) any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the Company or the Directors, relative, firm, partner or private company as the case may be, regularly trades or does business.

Provided that such contract or contracts do not relate to goods and materials the value of which, or services the cost of which, exceeds, five thousand rupees in the aggregate in any year comprised in the period of the contract or contracts.

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

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

(V) If consent is not accorded to any contract under this Article anything done in pursuance of the contract shall be voidable at the option of the Board.

(VI) The Directors, so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.

Directors may contract with Company.

118. (1) Subject to the provisions of Clauses (2), (3), (4) and (5) of this Article and the restrictions imposed by Article 129 and the other Articles hereof and the Act and the observance and fulfilment thereof, no Director shall be disqualified by the office from contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested, be avoided nor shall any Director so contracting or being so interested be liable to

account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him as provided by Clauses (2), (3) and (4) hereof.

Disclosure of interest.

(II) Every Director who is in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board of Directors or as provided by Clause (4) hereof.

(III) (a) In case of a proposed contract or arrangement, the disclosure required to be made a Director under Clause (2) above, shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of the meeting concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he becomes so concerned or interested.

(b) In the case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.

General Notice of interest.

(IV) For the purpose of this Article, a General Notice given to the Board of Directors by a Director to the effect that he is a Director or member of a specified body corporate or is a member of a specified firm and it to be regarded as concerned or interested in any contract or arrangement which may after the date of the notice be entered into with that body corporate or firm shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for further period of one financial year at a time by a fresh notice given in the last month of the financial year in which it would have otherwise expired. The general notice aforesaid and any renewal thereof shall be given at a meeting of the Board of Directors or the Director concerned shall take reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

(V) Nothing in Clause (2), (3) and (4) hereof shall apply to any contract or arrangement entered into or to be entered into between the Company and any other company where any one of the Directors of the Company or two or more of them together holds or hold not more than 2 percent of the paid up share capital in the other company.

119. Deleted.

Register of contracts in which Directors are interested.

120. (1) The Company shall keep one or more Registers in which shall be entered separately particulars of all contracts or arrangements to which Section 297 or Section 299 of the Act applies, including the following particulars to the extent they are applicable in each case, namely :

- (a) the date of the contract or arrangement;
- (1) the principal conditions thereof;
- (b) the names of the parties thereto;
- (c) the principal conditions thereof;
- (d) in the case of a contract to which Section 297 of the Act applies or in the case of a contract or arrangement to which sub-section (2) of Section 299 of the Act applies, the date on which it was placed before the Board;
- (e) the names of the Directors voting for and against the contract or arrangement and the names of those remaining neutral.

(II) Particulars of every such contract or arrangement to which Section 297 of the Act or, as the case may be, sub-section (2) of Section 299 of the Act applies, shall be entered into the relevant Register aforesaid,

- (a) in the case of a contract or arrangement requiring the Board's approval, within seven days (exclusive of public holiday) of the meeting of the Board at which the contract or arrangement is approved.
- (b) in the case of any contract or arrangement within seven days of the receipt at the registered office of the Company of the particulars of such other contract or arrangement or within thirty days of the date of such other contract or arrangement whichever is later.

and the Register shall be placed before the next meeting of the Board and shall then be signed by all the Directors present at the meeting.

(III) The Register aforesaid shall also specify, in relation to each Director of the Company, the names of the firms and bodies corporate of which notice has been given by him under sub-section (3) of Section 299 of the Act.

(IV) Nothing in the foregoing Clauses (1), (2) and (3) shall apply to any contract or arrangement for the sale, purchase or supply of any goods materials or the cost of such services does not exceed one thousand rupees in the aggregate in any year.

ROTATION OF DIRECTORS

Retirement of Directors by rotation.

121. One third of the total strength of the Board shall be Directors not liable to retire by rotation. Subject to the right of financial institutions to appoint non-retiring Directors and subject to the provisions of Article 109, non-rotating Directors shall be Directors nominated by GIIC/Government of Gujarat and IAAC, provided however that right of GIIC/Government of Gujarat and IAAC to nominate Directors whether rotating or non-rotating shall remain unchanged.

Ascertainment of Directors retirement by rotation and eligibility for re-appointment.

122. Subject to Section 284(5) of the Act, the Directors to retire by rotation under the foregoing Article at every Annual General

Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall retain office until the conclusion of the meeting at which his re-appointment is decided or his successor is appointed. The retiring Director shall be eligible for reappointment.

Company to appoint successors.

123. Subject to the provisions of Section 261 of the Act, the Company at the Annual General Meeting at which a Director retires in manner aforesaid, may fill up the vacated office by electing the retiring Director or some other person thereto.

Provisions in default of appointment.

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

(b) If at the adjourned meeting also, the place of the retiring Director is not filled up, and that meeting also has not expressly resolved not to fill the vacancy the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless

(i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

(ii) the retiring Director, has by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;

(iii) he is not qualified or is disqualified for appointment;

(iv) a resolution whether special or ordinary, is required for the appointment or re-appointment in virtue of any provisions of the Act, or

(v) the proviso to sub-section (2) of Section 263 of the act is applicable to the case.

Single Resolution for the Appointment of Several Directors prohibited.

125. At a general meeting of the Company, a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single Resolution, and the provisions of Section 263 of the Act in this behalf shall apply in all respects.

126. For purposes of Article 125, a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.

Company may increase or reduce the number of directors.

127. Subject to Section 255 and 259 of the Act, the Company may, by ordinary resolution, from time to time, increase or reduce the number of Directors, within the limits fixed in that behalf by these Articles, and may alter their qualification.

Removal of Directors.

128. Subject to the provisions of Section 284 of the Act the Company may remove any Director before the expiration of his period of office and appoint another person in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

Notice of candidate for office of Director.

129. (I) Subject to the provisions of the Act and these Articles any person who is not a retiring Director shall be eligible for appointment to the office of Director at any general meeting if he or some member intending to propose him has at least fourteen clear days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office as the case may be along with a deposit of Five hundred rupees which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a Director.

(II) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a Notice under Section-257 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director, shall sign and file with the Company his consent in writing to act as a Director, if appointed.

PROCEEDINGS OF THE BOARD OF DIRECTORS

Meeting of Directors.

130. The Directors may meet together as a Board for the despatch of business from time to time, and shall so meet at least once in every three months and at least four such meetings shall be held in every year and they may adjourn and otherwise regulate their meeting and proceedings as they may think fit.

When meeting to be convened.

131. A Director may at any time, and the Secretary, upon the request of a Director shall, convene a meeting of the Board of Directors. Notice of every meeting of the Directors shall be given in writing to every Directors for the time being in India, and at his usual address in India to every other Director.

Quorum.

132. The quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one), or two Directors whichever is higher.

Adjournment of meeting for want of quorum.

133. If a meeting of the Board can not be held for want of quorum then the meeting shall stand adjourned to such day, time and place as the Director or Directors present at the meeting may fix.

Chairman.

134. The Chairman of the Board shall be appointed by Government of Gujarat in consultation with IAAC out of GIIC Directors as long as GIIC holds not less than 11% equity shares in the equity share capital of the Company. If, however, the Chairman is not available within 15 minutes of the time appointed for holding the meeting of which due notice is given to all Directors, the Directors present shall choose one among themselves to take the Chair at that meeting.

Questions at Board Meetings how decided.

135. Questions arising at any Board meeting shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote.

Power of Board Meeting.

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

Directors may appoint Committees and delegate powers.

137. Subject to the provisions of Section 292 of the Act, the Board of Directors may appoint a Committee consisting of their members to decide only policy matters and that the committee shall not interfere in day-to-day management which is entrusted to the Managing Director under Article 109A(ii). Such Committee shall consist of equal number of Directors of GIIC and IAAC. So long as GIIC holds not less than 11% in the issued equity share capital of the Company, the Chairman of the Committee shall be a Director nominated by GIIC/ Government of Gujarat and shall also have a casting vote at the Committee Meetings.

Meeting of Committees.

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

Resolution by Circular.

139. No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee, then in India (not being less in number than the quorum for a meeting of the Board or Committee, as the case may be), and to all other Directors or members of the Committee, at their usual address in India and has been approved by such of the Directors or members of the Committee as are then in India or by a majority of such of them as are entitled to vote on the resolution.

Acts of Board or Committee valid notwithstanding defective appointment, etc.

140. All acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or

Committee or person acting as aforesaid or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director and had not vacated office or his appointment had not been terminated.

Directors and proceedings of minutes of meeting be kept.

141. The Company shall cause minutes of the Meetings of the Board of Directors and of Committees of the Board to be duly entered in a book or books provided for the purpose in accordance with the relevant provisions of Section 193 of the Act. The minutes shall contain a fair and correct summary of the proceedings at the meeting including the following :

- (i) The names of the Directors present at such meetings of the Board of Directors, and of any committee of the Board.
- (ii) all orders made by the Board of Directors and committee of the Board and of all appointment of officers and Committees of Directors;
- (iii) all resolutions and proceedings of meetings of the Board of Directors and Committees of the Board; and
- (iv) in the case of each resolution passed at a meeting of the Board of Directors, of Committees of the Board the names of Directors, if any dissenting from or not concurring in the resolution.

By whom minutes to be signed and the effect of minutes recorded.

142. All such minutes shall be signed by the Chairman of the meeting as recorded or by the person who shall preside as Chairman at the next succeeding meeting and all minutes purported to be so signed shall for all purposes whatsoever be prima facie evidence of the actual passing of the resolutions recorded, and the actual and regular transaction of occurrence of the proceedings so recorded and of the regularity of the meeting at which the same shall appear to have taken place.

Registers, Books and Documents to be maintained by the Company.

143. The Company shall maintain the following Registers, Books and Documents namely :

- (a) Register of Investments not held in Company's names according to Section 49 of the Act;
- (b) Register of Mortgages and charges according to Section 143 of the Act;
- (c) Register of Members and an Index of Members according to Sections 150 and 151 of the Act;
- (d) Register and Index of Debenture holders according to Section 152 of the Act;
- (e) Register of Contracts, Companies and Firms in which Directors are interested according to Section 301 of the Act;
- (f) Register of Directors, Managing Director, Manager and

Secretary according to Section 303 of the act;

- (g) Register of Directors' shareholding according to Section 307 of the Act;
- (h) Register of Investments in shares or debentures of bodies corporate in the same group according to Section 372 of the Act;
- (i) Books of Account in accordance with the provisions of Section 209 of the Act;
- (j) Copy of instrument creating any charge requiring registration according to Section 139 of the Act;
- (k) Copies of annual Returns prepared under Section 159 of the Act together with copies of certificates and documents required to be annexed thereto under Section 161;
- (l) Register of Renewed and Duplicate Certificates according to Rt. 7(2) of the Companies (Issue of Share Certificates) Rules, 1960.

Inspection of Registers, etc.

144. The said Registers, books and documents shall be kept open for inspection by such persons as may be entitled thereto respectively, under the Act on such days and during such business hours as may, consistently with the provisions of the Act in that behalf be determined by the Company in general meeting.

POWERS OF DIRECTORS

Power of Directors.

145. The management and control of the business of the Company shall be vested in the Directors who may exercise all such powers of the Company and do all such acts things as are not, by the Act or any statutory modification thereof for the time being in force or by any other Act or by the Memorandum or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the Act or any statutory modification thereof for the time being in force or any other Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. Provided that the Board of Directors shall not, except with the consent of the Company in general meeting and subject to the restrictions and limitations imposed by the said Meeting pursuant to the provisions of Section 293 of the Act.
- (a) sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole of any such undertaking;
 - (b) remit, or give time for the repayment of any debt due by a Director;
 - (c) invest otherwise than in trust securities, the sale proceeds resulting from the acquisition, without the consent of the Company, of any undertaking as is referred to in clause (a)

or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;

- (d) borrow moneys in excess of the limits provided in Article 62;
- (e) contribute, to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will in any financial year; exceed twentyfive thousand rupees or five percent of its average net profits as determined in accordance with the Act during the three financial years immediately preceding whichever is greater.

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

146. (1) Without derogating from the powers vested in the Board of Directors under these Articles the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board :

- (a) the power to make calls on shareholders in respect of money unpaid on their shares;
- (b) the power to issue debentures;
- (c) the power to borrow moneys otherwise than on debentures;
- (d) the power to invest the funds of the Company;
- (e) the power to make loans;

Provided that the Board may by resolution passed at a meeting delegate to any Committee of Directors or any other principal officer of the Company or to a principal officer of any of its branch offices, the powers, specified in (c), (d) and (e) of this Clause to the extent specified below on such conditions as the Board may prescribe.

(2) Every resolution delegating the power referred to in Clause (1)(c) and shall specify the total amount outstanding at any one time upto which moneys may be borrowed by the delegates; provided, however, that, where the Company has an arrangement with its bankers for the borrowing of moneys by way of overdraft, cash credit or otherwise the actual day to day operation of the overdraft, cash credit or other accounts by means of which the arrangement is made is availed of shall not require the sanction of the Board.

(3) Every resolution delegating the power, referred to in clause (1)(d) shall specify the total amount up to which the funds, may be invested and the nature of the investments which may be made by the delegates.

(4) Every resolution delegating the power referred to in clause (1)(e) shall specify the total amount upto which the loans maybe made by the delegates, the purpose for which the loans maybe made for each such purpose in individual cases.

(5) Nothing in this Article contained shall be deemed to affect the right of the Company in General Meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in (a), (b), (c), (d) and (e) of Clause (1) above.

Specific powers of the Board.

147. Without prejudice to the general powers conferred by Articles hereof and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles but subject to the restrictions contained in the last preceding two Articles, the Directors shall have the following powers, that is to say, power :

To pay commission and interest.

- (1) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Section 76 & 208 of the Act.

To acquire property.

- (2) Subject to Section 292 and 297 of the Act, to purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.

To pay for property in debentures, etc.

- (3) At their discretion and subject to the provisions of the Act, to pay for any property rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, mortgages, or other securities of the Company, and any such shares may be issued either as fully paid up and any such bonds, debentures, mortgages, or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

To insure properties.

- (4) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery goods, stores produce and other moveable property of the Company either separately or conjointly; also to insure all or any portion of the goods, produce, machinery and other articles Imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

To open Accounts.

- (5) To open accounts with any bank or bankers or with any company, firm or individual and to pay money into and draw money from any such account-from time to time as the Directors may think fit.

To secure contracts by mortgages.

- (6) To secure the fulfilment of any contracts, agreements or engagements entered into by the Company by mortgage or charge on all or any of the property of the Company and its uncalled capital for the time being or in such manner as

they may think fit.

To appoint Trustees.

- (7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested or for any other purposes; and to execute and do all such acts and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.

To bring and defend action, etc.

- (8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound allow time for payment or satisfaction of any debts due or of any claims or demands by or against the Company, and to refer any claims or demands by or against the Company or any differences to arbitration, and observe and perform any awards made thereon.

To act in matters relating to insolvents.

- (9) To act on behalf of the Company in all matters relating to bankrupts and insolvents.

To give receipts.

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

To invest moneys.

- (11) Subject to the provisions of Sections 292, 293(1), 295, 370, 372 and 373 of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company, or without security and in such manner as they may think fit and from time to time to carry or realise such investments, save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.

To give security by way of indemnity.

- (12) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of Company's property (present and future) as they think fit; and such mortgage may contain a power of sale and any such other powers, provisions, covenants and agreements as shall be agreed upon.

To authorise signing of receipts, cheques etc.

- (13) To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents, and to give necessary authority for such purpose.

To give percentages.

- (14) To distribute by way of bonus amongst the staff of the Company as share or shares in the profits of the Company and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company.

To give gratuities, etc.

- (15) To provide for the welfare of the Directors or Ex-Directors or the employees or ex-employees of the Company and the wives, widows, and families or the dependents or connections of such persons, by building or contribution to the building of houses, dwellings or chawls, or by grants of money pensions, gratuities, allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board of Directors shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects or for any exhibition or for any public, general or useful objects.

To establish reserve funds.

- (16) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to a Depreciation Fund, or to an Insurance Fund, or as a Reserve Fund or Sinking Fund or any special fund to meet contingencies or to repay debentures or debenture stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company, and for such other purposes (including the purposes referred to in the preceding clause), as the Board of Directors may, in their absolute discretion, think conducive to the interest of the Company; and to invest the several sums to set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board of Directors, in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Board of Directors may think fit, and to employ the assets constituting all or any of the above funds, including the Depreciation Fund in the business of the Company or in the purchase or repayment of debentures or debentures stock and that without being bound to keep the same separate from the other assets, and without being bound to pay interest on the same, with power however to the Board of Directors at their discretion to pay or allow to the credit of such funds interest at such rate as the Board of Directors

may think proper.

To appoint servants

- (17) Without prejudice to the rights and powers of the Managing Director to appoint and, at their discretion, remove or suspend such managers, secretaries, officers, assistants, supervisors, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and fix their salaries, emoluments or remuneration and to require security in such instances and to such amount as they may think fit. And also without prejudice as aforesaid from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit; and the provisions contained in the two next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.

Local Laws.

- (18) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

Local Board.

- (19) From time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such local Board or any managers or agents and to fix their remuneration.

Delegations of powers to Local Board, etc.

- (20) Subject to the provisions of Section 292 of the Act and Article 156 from time to time and at any time to delegate to any such Local Board or any member or members thereof or any managers or agents so appointed any of the powers, authorities and discretions for the time being vested in the Board of Directors, and to authorise the members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies; and any such appointment or delegation under Clause 19 of this Article may be made on such terms and subject to such appointment or delegation under Clause 19 of this Article may be made on such terms and subject to such conditions as the Board of Directors may think fit, and the Board of Directors may at any time remove any person so appointed, and may annul or vary any such delegation.

Power of Attorney.

- (21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions and for such period and subject to such conditions as the Board of Directors may from time to time think fit.

May enter into contracts, etc.

- (22) Subject to Sections 294, 297 and 300 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company, to enter into all such 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 for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

Delegations of powers.

- (23) Generally subject to the provisions of the Act and these Articles to delegate the powers, authorities and discretions vested in the Directors to any person, firm, company, or fluctuating body of persons as aforesaid.

May make by-laws.

- (24) From time to time to make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants.

MANAGING DIRECTORS

Power to appoint Managing Directors.

148. The Managing Director of the Company shall be a professional person to be appointed by the Board of Directors as recommended by IAAC to GIC. He will be designated as Managing Director(s). Subject to the superintendence, control and direction of the Board, the day-to-day management will vest in the Managing Director who shall be a professional manager and who shall be appointed by the Board of the Company as provided herein.

To what provisions Managing or wholetime Directors shall be subject.

149. Subject to the provisions of Section 255 of the Companies Act, 1956, Managing or Wholetime Director shall not, while he continues to hold that office, be liable 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 or Wholetime Director if he ceases to hold the office of Director for any reason whatsoever.

Retirement of Managing Director.

150. The Managing Director or Managing Directors while he or they continue to hold that office, shall not be subject to retirement by rotation and shall not be taken into account in determining the retirement by rotation of Directors of the Company and he or they shall ipso facto immediately cease to be a Managing Director or Managing Directors if he or they cease to hold office of a Director or Directors for any cause.

Powers of Managing or Wholetime Directors.

151. Subject to the provisions of Companies Act, 1956 and in particular to the prohibitions and restrictions contained in Section 292 thereof, the Directors may from time to time, entrust to and confer upon a Managing or Wholetime Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit and may confer such powers for such time and

to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as the Directors think fit, and the Directors may from time to time revoke, withdraw, alter or vary all or any such powers.

Restriction on appointment of Managing Director.

152. Save as otherwise determined, the Directors shall not appoint or employ any person as Managing Director if he is either the Managing Director or the Manager of any other company except, as hereinafter provided. The Company may appoint or employ a person as its Managing Director, if he is the Managing Director or Manager of one and of not more than one other company (including a private company which is not a subsidiary of a public company). Provided that such appointment or employment is made or approved by a resolution passed at a meeting of the Board of Directors with the consent of all the Directors present at the meeting and of which meeting and of the resolution to be moved thereat, specified notice has been given to all the Directors then in India.

Disqualification of Managing or Wholetime Director.

153. The Company shall not appoint or employ or continue the appointment or employment of any person as its Managing or Wholetime Director who :

- (a) is an undischarged insolvent or has at any time been adjudged as insolvent;
- (b) suspends or has at any time suspended, payment to his creditors, or makes or has at any time made a composition with them or
- (c) has at any time been convicted by a Court of an offence involving moral turpitude.

SECRETARY

Secretary may be appointed.

154. (a) Subject to the provisions of Section 383A of the Act, the Board of Directors shall from time to time appoint any individual as Secretary who shall possess such qualifications as prescribed under the Act to perform the duties which may be performed by a Secretary under the Act and any other ministerial or administrative duties as the Board of Directors may from time to time assign to him, including the duty to keep the Registers required to be kept under the Act.

(b) The Board of Directors may at any time appoint a temporary substitute for the Secretary, possessing the prescribed qualifications under the Act, who shall for the purpose of these Articles be deemed to be the Secretary.

THE SEAL

The seal, its custody and use.

155. (1) The Board of Directors shall provide a seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Director shall provide for the safe custody of the seal for the time being and the seal shall never be used except by the authority of Directors or a Committee of the Directors previously given.

Every deed or other instrument to which the seal of the Company is required to be affixed, shall unless the same is executed by a duly constituted Attorney of the Company, be signed by any one Director so authorised. Provided nevertheless that certificates of title to shares may be sealed and signed as provided in Article 18.

Authentication of documents and proceedings.

156. Save as otherwise expressly provided by the Act, a document or proceeding requiring authentication by the Company may be signed by a Director, the Secretary or other officer authorised in that behalf by the Board of the Company and need not be under its seal.

ANNUAL RETURNS

Annual Returns.

157. The Company shall make the requisite Annual Returns in accordance with Sections 159 and 161 of the Act and shall file with Registrar three copies of the Balance Sheet and Profit & Loss Account in accordance with Section 220 of the Act.

DIVIDENDS

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

Dividend.

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 Directors otherwise determine, only entitle and shall be deemed always to have only entitled, the holder of such share to an apportioned amount of such dividend as from the date of payment.

The Company in General Meeting may declare dividends.

159. The Company in general meeting may subject to Sections 205 and 205A and other relevant provisions of the Act and also subject to such other statute, if any, for the time being in force, declare dividends, to be paid to members according to the respecting rights and interests in the profits, and may fix the time for payment but no dividend shall exceed the amount recommended by the Board of Directors. However, the Company in general meeting may declare a smaller dividend than recommended.

Dividend only to be paid out of profits.

160. No dividend shall be paid otherwise than out of the profits of the year or any other undistributed profits or otherwise than in accordance with the provisions of Section 205, 205A, 206, 206A and 207 and other applicable provisions of the Act and no dividend shall carry interest as against the Company subject however to the provisions of any other law for the time being in force. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

Dividend Interim.

161. Subject to the provisions of the Act the Board of Directors may, from time to time, pay to the Members interim dividends as, in their judgement, the position of the Company justifies.

Capital paidup in advance and carrying interest not to earn dividend.

162. Where capital is paid in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits

Dividends in proportion to amount paidup.

163. The Company shall pay dividends in proportion to the amount paid up or credited as paid up on each share, where a large amount is paid up or credited as paid up on some shares than on others.

Retention to dividends until completion of transfer under article 63.

164. The Board of Directors may retain the dividends payable upon shares in respect of which any person is under Article 63 entitled to become a member or which any person under that Article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.

No member to receive dividends whilst indebted to the Company's and Company's right to reimbursement there out.

165. No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever, either alone or jointly with any other person or persons; and the Directors may deduct from the interest or dividend payable to any member all sums of money so due from him to the Company.

Transfer of shares must be registered.

166. Subject to the provision of Section 206 A of the Act, a transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Dividends how remitted.

167. Unless otherwise directed any dividend may be paid by cheque or warrant sent through post to the registered address of the member or person entitled, or in case of joint-holders to that one of them first named in the Register, in respect of the joint holding. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any other means. Several executors or administrators of a deceased member in whose sole name any share stands, shall for the purpose of this clause be deemed to the joint holders thereof.

Unclaimed Dividends.

168. No unclaimed dividend shall be forfeited by the Board and the Company shall comply with the provisions of Section 205-A of the Act in respect of unclaimed or unpaid dividend.

Dividends payable in cash.

169. No dividend shall be payable except in cash, provided nothing in these Articles will be deemed to prohibit the capitalisation of profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or pay up any amounts for the time being unpaid on any shares held by the members of the Company.

Dividend and call together.

170. 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 so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the Company and the members be set off against the calls.

Capitalisation of reserves, etc.

171. Any general meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Reserve Fund, or in the hands of the Company and available for dividend or representing premiums received on the issue of shares and standing to the credit of the share premium account be subject to the provisions of Section 78 of the Act, capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they became entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying up full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture stock, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.

Surplus on realisation may be capitalised.

172. A General Meeting may resolve that any surplus moneys arising from the realisation of any capital assets of the Company, or any investments representing the same or any other undistributed profits of the Company, not subject to charge for Income Tax be distributed among the members on the footing that they receive the same as capital.

Fractional Certificates.

173. For the purpose of giving effect to any resolution under two last preceding Articles, the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of any specific assets, and may determine that cash payments shall be made to any members, upon the footing of the value so fixed or that fractions of less value than Re.1/- may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trusts for the persons entitled to the dividend or capitalised fund as may seem expedient to the Directors and generally may make such arrangements for the acceptance allotment and sale of such shares of other specific assets and fractional certificates or otherwise as they may think fit. Where requisite, a proper contract shall be delivered to the Registrar for registration in accordance with Section 75 of the Companies Act, and the Directors may appoint any person to sign such contract on behalf of the persons entitled

to the dividend or capitalised fund, and such appointment shall be effective.

Power to sell fractional certificates.

174. If and whenever any shares become held by any member in fraction, the Directors may subject to the provisions of the Act and these Articles and to the directions of the Company in general meeting, if any, sell these shares which members held in fraction for the best price reasonably obtained and shall pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof. For the purpose of giving effect to any such sale the Directors may authorise any person to transfer the share sold to the purchaser thereof comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

ACCOUNTS

Books of account to be kept.

175. The Company shall cause to be kept proper books of accounts with respect to :
- (a) all sums of money received and expended by the Company and the matters in respect of which receipts and expenditure take place.
 - (b) all sales and purchases of goods by the Company.
 - (c) the assets and liabilities of the Company.

Books where to be kept.

176. The books of account shall be kept at the registered office of the Company or at such other place or places as the Board of Directors think fit and shall be open to inspection by any Director during business hours.

Books of Account to be preserved.

177. The books of account of the Company relating to a period of not less than eight years immediately preceding the current year shall be preserved in good order.

Inspection by members.

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

Statement of Accounts to be furnished to General Meeting.

179. The Board of Directors shall lay before each Annual General Meeting a Profit and Loss Account for the financial year of the Company and a Balance Sheet made up as at the end of the financial year which shall be a date which shall not precede the day

of the meeting by more than six months or where an extension of time has been granted by the Registrar of Companies under the provisions of the Act by more than six months and the extension so granted.

Balance Sheet and Profit & Loss Account.

180. (A) Subject to the provisions of Section 211 of the Act, every Balance Sheet and Profit and Loss Account of the Company shall be in the forms set out in parts I and II respectively of Schedule VI of the Act, or as near thereto as circumstances admit.
- (B) So long as the Company is a holding Company having a subsidiary, the Company shall comply with the Act.
- (C) If in the opinion of the Board any of the current assets of the Company have not a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

Authentication of Balance Sheet and Profit & Loss Account.

181. (1) Every Balance Sheet and every Profit and Loss Account of the Company shall be signed on behalf of the Board of Directors by the Secretary or the Manager, if any, and by not less than two Directors of the Company, one of whom shall be a Managing Director, where there is one.
- (2) Provided that when only one Director is for the time being in India, the Balance Sheet and Profit & Loss Account shall be signed by such Director and in such a case there shall be attached to the Balance Sheet and the Profit & Loss Account a statement signed by him explaining the reason for non-compliance with the provisions of Clause (1) above.
- (3) The Balance Sheet and Profit & Loss Account shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

Profit & Loss Account to be annexed & Auditor's Report to be attached to the Balance Sheet.

182. The Profit and Loss Account shall be annexed to the Balance Sheet and the Auditor's Report (including the Auditor's separate special or supplementary reports, if any) shall be attached thereto.

Board's Report to be attached to the Balance Sheet.

183. (1) Every Balance Sheet laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the state of the Company's affairs; the amounts, if any, which it proposes to carry to any Reserve in such Balance Sheet; and the amount, if any, which it recommends to be paid by way of dividend and material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the Report.
- (2) The Report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members, and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries, deal with any changes which have occurred during the financial year in the nature of the Company's

business, in the Company's subsidiaries or in the nature of the business carried on by them and generally in the classes of business in which the Company has an interest.

(3) The Board shall also give the fullest information and explanations in its report or in cases falling under the proviso to Section 222 of the Act in an addendum to that report, on every reservation, qualification or adverse remark contained in the Auditor's report.

(A) The report shall also contain such other statements, information or particulars as may be required by the provisions of the Act or by any other law for the time being in force.

(4) The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not so authorised shall be signed by such number of Balance Sheet and the Profit & Loss Account of the Company by virtue of Clauses (1) and (2) of Article 184.

(5) The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Clause (1) to (3A) of this Article are complied with.

Right of member to copies of Balance Sheet & Auditor's Report.

184. The Company shall comply with the requirements of Section 219 of the Act.

AUDIT

Accounts to be audited.

185. Every Balance Sheet and Profit & Loss Account shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

Audit provisions.

186. (1) Subject to the provisions of Sections 224A of the Act the Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting and shall within seven days of the appointment, give intimation thereof to every Auditor so appointed. Provided that before any appointment or re-appointment of auditor or auditors a written Certificate shall be obtained by the Company from the Auditor or Auditors proposed to be so appointed to the effect that the appointment or re-appointment be made in accordance with the limits specified in sub-section (1B) of the Section 224 of the Act.

(2) Subject to the provision of Section (1B) of Section 224 and 224A of the Act at any Annual General Meeting, a retiring Auditor by whatsoever authority appointed, shall be re-appointed unless :

- (a) he is not qualified for reappointment;
- (b) he has given the Company notice in writing of his unwillingness to be re-appointed;
- (c) a resolution has been passed at the meeting appointing somebody instead of him or providing expressly that he shall not be re-appointed; or
- (d) Where notice has been given of an intended resolution to

appoint some person or persons in the place of a retiring Auditor, and by reason of the death, incapacity or disqualification of that person or of all those persons, as the case may be, the resolution cannot be proceeded with.

(3) Where at an Annual General Meeting no Auditors are appointed or re-appointed, the Central Government may appoint a person to fill the vacancy.

(4) The Company shall within seven days of the Central Government's power under sub Clause (3) becoming exercisable give notice of that fact to that Government.

(5) The Board of Directors may fill any casual vacancy in the office of the Auditor, but while any such vacancy continues, the remaining Auditor of Auditors (if any) may act, but where such vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.

(6) A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than twenty-eight days before the meeting in accordance with Section 190 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act, and all the other provisions of Section 225 of the Act shall apply in the matter. The provision of the sub-clause shall also apply to a resolution that a retiring Auditor shall not be reappointed

Qualifications & disqualifications of Auditors.

187. (1) The persons qualified for appointment as Auditors shall be only those referred to in Section 226 of the Act.

(2) None of the persons mentioned in Section 226 of the Act to be not qualified for appointment as Auditors shall be appointed as Auditors of the Company.

Remuneration of Auditors.

188. The remuneration of the Auditors of the Company shall be fixed by the Company in General Meeting except that the remuneration on any Auditors appointed to fill any casual vacancy may be fixed by the Directors.

Rights and Duties of Auditors.

189. (1) Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and Officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditors.

(2) All notice of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor of the Company; and the auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.

(3) The Auditor shall make a report to the members of the Company on the accounts examined by him and on every Balance

Sheet and Profit & Loss Account, and on every other document declared by the Act to be part of or annexed to the Balance Sheet or Profit & Loss Account which are laid before the Company in General Meeting, during his tenure of office, and the report shall state whether in his opinion and to the best of his information and according to the explanations given to him the said accounts give the information required by the Act in the manner so required and give a true and fair view :

- (i) In the case of the Balance Sheet of the state of the Company's affairs as at the end of its financial year, and
 - (ii) in the case of the Profit & Loss Account, of the profit or loss for its financial year.
- (4) The Auditor's Report shall also state :
- (a) Whether he has obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purposes of his audit;
 - (b) Whether in his opinion, proper books of account as required by law have been kept by the Company so far as appears from his examination of those books, and proper returns adequate for the purposes of his audit have been received from branches not visited by him;
 - (c) Whether the report on the accounts of any branch office audited under Section 228 by a person other than the Company's Auditor has been forwarded to him as required by clause (c) of Sub-Section (3) of that Section and how he has dealt with the same in preparing the Auditor's Report;
 - (d) Whether the Company's Balance Sheet and Profit & Loss Account dealt with by the report are in agreement with the Books of Account and returns.
- (5) Whether any of the matters referred to in clauses (i) and (ii) of Sub-section (2) of Section 227 of the Act or in clauses (a), (b), (bb) and (c) of Sub-Section (3) of Section 227 of the Act, or sub-clauses 4(a), (b), (c), and (d) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for the answer.
- (6) The accounts of the Company shall not be deemed as not having been, and the Auditor's Report shall not state that those accounts have not been properly drawn up on the ground merely that the Company has not disclosed certain matters if :
- (a) those matters are such as the Company is not required to disclose by virtue of any provisions contained in the Act or any other enactment; and
 - (b) those provisions are specified in the Balance Sheet and Profit & Loss Account of the Company.
- (7) Without prejudice to the provisions of Sub-Clause (1) of Article 192 the Auditors shall inquire on all such matters as specified in Sub-Section (1A) of Section 227 of the Act.

Audit of Branch.

190. The Company shall comply with the provisions of Section 228 of the Act in relation to the Audit of the accounts of branch offices of the Company except to the extent to which any exemption may be granted by the Central Government in that behalf.

Reading and inspection of Auditor's Report.

191. The Auditor's Report shall be read before inspection of the Company in General Meeting and shall be open to Auditor's Report. inspection by any member of the Company.

When account to be deemed conclusive.

192. Every account when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and hence forth shall be conclusive.

DOCUMENTS AND SERVICE OF DOCUMENTS

How documents to be served on members.

193. (1) A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order, judgement or any other document in relation to or in the winding up of the Company) may be served or sent by the Company on or to any member either personally or by sending it by post to him to his registered address or (if has no registered address in India) to the address if any within India supplied by him to the Company for the giving of notice to him.

(2) Where document is sent by post :

- (a) service thereof shall be deemed to be effected by properly addressing, prepaying and posting letter containing the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document shall not be deemed to be effected unless it is sent in the manner intimated by the member; and

(b) such service shall be deemed to have been effected :

- (i) in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing notice is posted; and

- (ii) In any other case, at the time at which the letter would be delivered in the ordinary course of post.

Service on members having no registered address.

194. If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him a document advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly served on him on the day on which the advertisement

Service on persons acquiring shares on death or insolvency of member.

195. A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a pre-paid letter addressed to them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

Persons entitled to notice of General Meeting.

196. Subject to the provisions of the Act and these Articles notice of General Meetings shall be given :
- (i) to members of the Company as provided by Article 81 in any manner authorised by Article 196 and 200 as the case may be or as authorised by the Act.
 - (ii) to the persons entitled to a share in consequences of the death or insolvency of a member as provided by Article 201 or as authorised by the Act;
 - (iii) to the Auditor or Auditors for the time being of the Company, in any manner authorised by Article 196 or by the Act in the case of any member or members of the Company.

Advertisement.

197. Subject to the provisions of the Act any document required to be served or sent by the Company on or to the members, or any of them, and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised once in one daily English and one daily vernacular newspaper circulating in the city of Bombay.

Members bound by documents given to previous holders.

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

How notice to be signed.

199. The signature to any notice to be given by the Company may be written typed or printed.

Notice to joint holders.

200. A notice may be given by the Company to the joint holders of a share giving the notice to the joint holder named first in the Register in respect of shares. Several executors or administrators of a deceased shareholder shall be deemed to be jointly for the purpose of this Article.

WINDING UP

Distribution of assets.

201. 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 shares held by them respectively. And if in a way winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital, at the commencement of the winding up, paid up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Distribution in specie or kind.

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

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

(3) In case any shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares may within ten days after passing of the special resolution by notice in writing direct the liquidators to sell his proportion and pay him the net proceeds and the liquidators shall if practicable act accordingly.

Right of shareholder in case of sale.

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

INDEMNITY

204. Subject to the provisions of Section 201 of the Act, every Director, Manager and other Officer or servant of the Company shall be

indemnified by the Company against, and it shall be the duty of Directors out of the funds of the Company to pay, all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Manager, Officer or Servant in defending any proceedings, whether Civil or Criminal, in which judgement is given in his favour or he is 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 a lien on the property of the Company.

Individual responsibility of Directors.

205. Subject to the provisions of Section 201 of the Act, no Director, Manager or other Officer of the Company shall be liable for the Acts, receipts, neglects of any other Directors or officers or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the money of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities, or effects shall be deposited or for any loss occasioned by an error of judgement, omission, default or oversight on his part, or for any other loss, damage or misfortunes whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

SECRECY CLAUSE

Secrecy Clause.

206. No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company, and which in the opinion of the Directors it would be inexpedient in the interest of the Company to disclose.

INDEMNITY

Subject to the provisions of Section 201 of the Act, every Director, Manager and other Officer or servant of the Company shall be

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

Name of Subscriber	Addresses, Occupation and Descriptions of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness and his name address, description and occupation
1. Dr. Rameshchandra Maganlal Thakkar	11A, New Bhatwadi Cross Lane, Bombay 400 004. Industrialist Son of Manganlal N. Thakkar	100 [One hundred]	sd/-	(P. D. GANDHI) PRATAPRAY DURLABHJI GANDHI M.A., LL.B., F.C.S. Advocate & Solicitor, Son of Vakil Durlabhji Gandhi Wadia Building, 3rd Floor, 17-19, Dalal Street, Fort, Bombay 400 023.
2 Dr. (Mrs.) Sharayu Rameshchar Thakkar	11A, New Bhatwadi Cross Lane, Bombay 400 004. Industrialist Wife of Rameshchandra M. Thakkar	100 [One hundred]	sd/-	
	TOTAL	200 [Two Hundred]		

Dated this 14th day of September, 1977.