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**Memorandum**

**and**

**Articles of Association**

**of**

**FLEX FOODS LIMITED**

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CERTIFICATE OF REGISTRATION OF THE ORDER OF COMPANY  
LAW BOARD BENCH CONFIRMING TRANSFER OF THE  
REGISTERED OFFICE FROM ONE STATE TO ANOTHER  
( Section 18(3) of Companies Act, 1956)

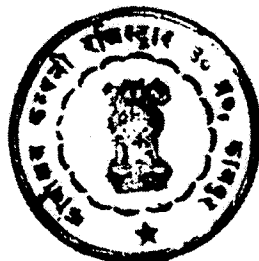
The.....FLEX FOODS LIMITED.....  
.....having by  
special resolution altered the provisions of its Memorandum of Association  
with respect to the place of the registered office by changing it from the  
state of.NCT DELHI.....  
to the state of.UTTAR PRADESH.....  
.....and such alteration having  
been confirmed by an order of ..COMPANY LAW BOARD (NR)BENCH, NEW DELHI.....  
bearing date the.31.08.1998 IN C.P.NO-72/17/98-CLB.....

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

Given under my hand at..KANPUR.....this.....09th.....  
day of..NOVEMBER.....One thousand nine hund  
and.NINTY EIGHT.....

No-20-23970....Dated....09.11..1998...  
M/S FLEX FOODS LIMITED.....  
Lal Tappar Industrial Area, PO-Rashiem,  
Magri, Haridwar Road, Dehradun, Uttar Pradesh.

  
(RAKESH CHANDRA)  
Registrar of Companies  
U.P., Kanpur





प्राथम्य एक  
Form 1

निगमन का प्रमाण-पत्र

## Certificate of Incorporation

सं. 55-39115 ..... का सं ..... 1911.....  
No. 55-39115 ..... of ..... 19 89-90 .....

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज ..... फ्लेक्स फूड्स लिमिटेड .....

कम्पनी अधिनियम, 1956 ( 1956 का 1 ) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है ।

I hereby certify that..... FLEX FOODS LIMITED .....

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

मेरे हस्ताक्षर से आज ता० ..... 16 मार्च, 1911 ..... को दिया गया ।

Given under my hand at NEW DELHI this..... FIFTH ..... day of  
FEBRUARY ..... One thousand nine hundred and..... ~~NINETY~~ NINETY .....



। बी. भवानी संकर ।  
कम्पनी रजिस्ट्रार  
दिल्ली एवं हरियाणा

( B. BHAVANI SANKAR )  
Registrar of Companies  
DELHI & HARYANA

Company No. **55-39115**



## Certificate for Commencement of Business

व्यापार प्रारम्भ करने का प्रमाण-पत्र

Pursuant to section 149 (3) of the Companies Act, 1956

कम्पनी अधिनियम १९५६ की धारा १४९ (३) के अनुसरण में

I hereby certify that the..... **FLEX FOODS LIMITED** .....

मैं एतद द्वारा प्रमाणित करता हूँ कि

**फ्लेक्स फूड्स लिमिटेड**

which was incorporated under the Companies Act, 1956 on

जो कि कम्पनी अधिनियम, १९५६ के अन्तर्गत पंजीकृत की गई थी दिनांक **13 माघ, 1990**

the..... **FIFTH** ..... day of..... **FEBRUARY** ..... 19**90**

and which has filed a duly varified declaration in the

और जिस ने कि यथावत निर्धारित प्रपत्र में सत्यापित घोषणा पत्र प्रस्तुत

prescribed form that the conditions of section ~~148 (2) (a) to (c)~~

कर दिया है कि उस ने धारा ~~148 (2) (a) to (c)~~ / १४९ (२) (क) से (ग)

148 (2) (a) to (c) of the said Act have been complied with, is entitled

को सभी शर्तों का अनुपालन कर दिया है, अतः व्यापार आरम्भ करने का

to commence business.

अधिकारी है।

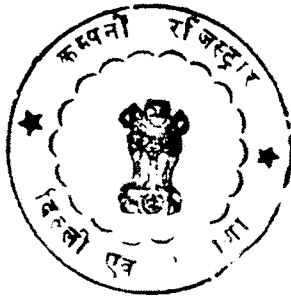
Given under my hand at..... **NEW DELHI** .....

मेरे हस्ताक्षर से आज दिनांक..... **3 माघ, 1992**

this..... **TWENTY FIFTH** ..... day of..... **JULY** .....

One thousand nine hundred and..... **NINETY** .....

को जारी किया गया।



**। बी. भवानी संकर ।**

कम्पनी रजिस्ट्रार

दिल्ली एवं हरियाणा

**( B. BHAVANI SANKAR )**

Registrar of Companies

DELHI & HARYANA

**(THE COMPANIES ACT, 1956)**  
**(PUBLIC COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**FLEX FOODS LIMITED**

- I. The Name of the Company is **FLEX FOODS LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Uttaranchal.
- III. The Objects for which the Company is established are :

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

1. To sell, import, export, improve, prepare, manufacture and market and to carry on the business of canners, preservers, growers and dealers in fruits, vegetables, flowers, drinks, fluids and such other fresh and preservable food products of all types and to manufacture and trade in jams, jellies, picklets, cider, chutney, marinades, vinegars, ketchups, juices, squashes, syrups, meat powder (edible), drinks, beverages, gelatines essence, meat, sausages, porkpies, prawn, potted meats table delicacies and such other eatables of all types.
2. To manufacture, produce, process, buy, sell and deal in all kind of breakfast food, extruded food, ready to serve foods, ready to serve vegetable snacks such a potato wafers, cereal products, wheat flakes, maize hakes, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, proteins food, diet products, baby food and instant food.
3. To manufacture, produce, process, prepare, buy, sell and deal in soyamilk, soyamilk products and preparations, soyabean based spray food and soya oil solvent extracted or otherwise, spray dried milk, powders, cheese, curd, ice cream, baby foods, protein foods and other preparation of soya cereals and lentils such as flour and dal, soya snack foods, soya sweets, soya cookies and confectioneries such as biscuits, breads, cakes, pastries, nuts, toffees and chocolates, soya food flavored with fruits and vegetables.
4. To import, export, purchase, sell and deal in all kinds of food, processing machines, components, ancillaries auxiliaries and parts thereof, storage vessels, components parts, ancillaries, auxiliaries accessories an thereof.
- \*5. To develop, manufacture, produce, process, refine, purchase, sell, market, export, import of natural, herbal and formulated products and their derivatives of food and dietary supplement, nutraceuticals, food additives, functional foods, genetically engineered food items, all types of sweeteners, flavour & fragrances, all types of extracts including fermented and others, phytochemicals, oleorsin, essential oils, fixed oils, botanical active marker compounds, single & poly herbal & natural formulations, herbs, health care, personal care products, vitamins, minerals, amino acids, honey, natural & herbal drinks, wines and generic and branded ayurvedic medicines and their by-products.
- \*6. To develop, process, refine and engage in biotechnology products & processes and related activities in healthcare, industrial, agro & forest, environmental, animal & marine, bioinformatics, floriculture, bioenergy and biomass utilization.

- \*7. To engage in activities of plantation, cultivation, farming of herbs, food & medicinal mushroom, medicinal & aromatic plants, their harvesting, pre & post processing, preservation, value addition and marketing.
- \*8. To initiate, undertake, carry on, engage in, promote, assist, encourage and conduct scientific and technical research, design, development, experiments, investigations, enquiries, studies, projects, analysis, examinations, surveys & tests of all kinds, contract research, design & development, commercial testing, products & process test certification & research on herbal products/natural products/synthetic/all kinds, pre-clinical, clinical trials, method & process validation, product standardization etc. and certification and training of personnel.

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

1. To acquire and take over any business or undertaking carried on or in connection with any types of business as aforesaid, by purchase, lease, exchange or otherwise land, buildings and hereditament of any tenure of description which the Company may desire to acquire as aforesaid or become interested in and the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or dispose of, remove or pur to an end thereto or otherwise deal with the same as may seem expedient.
2. Subject to Section 391 to 394 of the Companies Act, 1956, to amalgamate, enter into partnership or into any arrangement for sharing profits, or into any union of interests, joint-adventure, reciprocal concession or company or companies carrying on, or engaged, in or about to carry on or engage in, or being authorized to carry on or engage in, any business or transaction which this Company is authorized to carry on or engage in or any similar business or transaction capable of being conducted so as directly or indirectly to benefit this company.
3. To buy, sell, repair, alter, improve, exchange or hire, import and export and deal in all work, plant, machinery, tools and utensils appliances, apparatus, projects, materials, substances, articles and things; capable to being used in any and every such business as aforesaid or required by any customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being, profitably dealt with in connection with any of the said business and to manufacture experiment with, render marketable, and deal in all residual and by-products incidental to or obtained in any of the business carried on by the Company.
4. To establish, provide, maintain and conduct or otherwise subsidised research laboratories and experimental workshops for scientific and technical research experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing libraries, lectures, meetings and conferences and by providing the remuneration of scientific and or technical professors or teachers and by providing for the award of scholarships, prizes, grants and bursaries to students or other and generally to encourage, promote and reward, studies, researches, investigations, experiments, test and investigations of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on and to provide facilities for imparting technical service as training of workers and staff for the purposes of business of Company.
5. To borrow or raise moneys or loans for the purpose of the Company by promissory notes, bills of exchange, hundies and other negotiable or transferable instruments or by mortgage, charge, hypothecation or pledge, or by issue of debenture or stocks perpetual or otherwise including debentures or debenture stock converted into shares of this Company, charged upon all or any of the Company's properties on assets, both present and future, movable and immovable including its uncalled capital, upon such terms as the Directors may deem expedient, or to take money on deposit or otherwise (merely) for the purpose of financing the business of the Company subject to the restrictions and rules in force at that time and to lend money to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation of and the payment of money of and interest on any stock, shares or securities of any company or persons in

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\* Inserted by passing Special Resolution through Postal Ballot and further confirmed by ROC, Uttar Pradesh & Uttaranchal, Kanpur vide certificate dated 01.08.2006

any case in which such guarantee may be considered likely, directly or indirectly to further the objects of the Company or the interest of its shareholders and generally to give guarantee and indemnities and execute all deeds, writings and assurances for any of the aforesaid purposes, subject to the provisions of Section 58A, 292 and 293 of the Companies Act, 1956 and rules made thereunder and directives of Reserve Bank of India.

6. To enter into any arrangement (including arrangement for sharing of profits, union of interest cooperation), agreement (including partnership, joint venture, reciprocal concessions) or collaboration and/or otherwise with any Government or Authority, Foreign, Supreme, Central, State, Municipal, Local or otherwise or with any other Companies, Associations or persons whether Indian or Foreign that may seem conducive to the Company's objects or any of them and to obtain from such Government or authority, Company, firms, association or persons all rights, concessions and privileges on such terms and conditions as the Company may think it desirable and to obtain and to carryout, exercise and comply with any such arrangements, rights, privileges and concessions.
7. To apply for purchase or otherwise in India or elsewhere acquire any patents, inventions, licences, concessions and the like, conferring any exclusive or non exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated to benefit the Company and to use, exercise, develop, grant licences in respect of otherwise turn into account the property, rights or information so acquired.
8. To establish and maintain any agencies in any part of the world for the conduct of the business of the Company, or for the sale of any material or things for the time being at the disposal of the Company for sale, and to advertise and adopt means of making known or promoting the use of all or any of the manufacturers, products or goods of the Company or any articles or goods traded or dealt in by the Company in any way that may be thought advisable including the posting of bills in relation thereto, and the issue of circulars books, periodicals, pamphlets and price lists, and the conducting of competitions, exhibitions, and the giving of prizes, rewards and donations.
9. To purchase, take on lease or tenancy or in exchange, hire take options over, otherwise acquire for any estate or interest whatsoever and to hold, develop, work, or cultivate, deal with and turn to account concessions, grants, decrees, licences, privileges, claims option, leases property real or personal or rights or powers of any kind which may appear to be necessary or convenient for any business of the Company.
10. Subject to Section 293 of the Act, to sell, exchange, mortgage, let on lease, royalty our tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose of the undertaking property, assets, rights and effects, of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up or securities of any other such Company having objects altogether similar or in part to those of this Company.
11. To promote from or acquire any company and to take, purchase, or acquire shares or interest in any company and to transfer to any such company any property of this Company and to take or otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise whomsoever, or in any other manner and to subsidise or otherwise assist any such company, subject to the relevant provisions of the Companies Act, 1956.
12. To purchase, take on lease or tenancy, or in exchange layout, construct, erect, remove, replace, pull down, enlarge, convert, alter, modify, develop, improve, equip or otherwise acquire and to own, run, manage, control and maintain either solely or in conjunction with other, factories, machineries, mills, foundaries, refineries, furnaces, shops, work shops, offices, roads, bridges, railway sidings, roadways, tramways or other means of transport, Reservoirs, Dams, Water Courses, Electric Works operated by any other kinds of power, laboratories, garages, godowns, warehouses, show rooms, exhibition halls, building at any place within India or outside for any or all of the main object of the Company.
13. To lend or deposit monies belonging to or entrusted to or at the Company's disposal to any person including firms, companies, corporations, etc. with or without security, upon such terms as may be thought proper and to guarantee the performances and contracts by such person, firm or company, provided that the company shall not do any banking business, within the meaning of the Banking Regulation Act, 1949.
14. To apply or join in applying to and obtain from any Legislative Authority, Government, Local Municipal or other Authority or Body, or other persons any Acts of Parliament or other Acts or Legislature, Laws decrees, concessions, orders, rights, or privileges or authority that may seem conducive to the Company's objects or

any of them or may seem, expedient, to obtain any provisional order or Act Parliament for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient to obtain any provisional order and/or oppose any proceedings or applications or legislation grant or withdrawal of any rights, privileges or concessions or any imposition or alternation or cancellation of any taxes or duties or tariffs which may seem calculated directly or indirectly to prejudice the Company's interests.

15. To take part in the management, supervision or control of in connection with the Company's business and to employ experts to investigate and examine into the conditions of the prospects, value, character and circumstances.
16. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures, redeemable preference shares or for any other such purpose conducive to the interest of the Company.
17. To take into consideration and to approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and to enter into any arrangement, agreement or contract with the promoters and to reimburse them for all cost and expenses that may be incurred by them in or connection with formation or promotion of the Company.
18. To form, incorporate or promote any company or companies whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered to be rendered in obtaining subscriptions of or placing or assisting to place or to obtain subscriptions for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of the Company or any stock, shares, bonds, debentures,, obligations or securities of any other company held or owned by the Company or in which the Company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other such Company in which the Company may have an interest.
19. To constitute any trusts with a view to the issue of preferred or any other stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purpose of any such trusts and to settle and regulate and if thought fit to undertake and execute any such trusts and to issue dispose of, hold any such preferred, deferred or such other special stocks or securities of all types.
20. To pay for any properties, rights or privileges acquired by the Company in shares or debentures of the Company or partly in shares or debentures and partly in cash, or otherwise and to give shares or stock or debentures of the Company in exchange for shares or stock or debentures of any other such Company related thereto.
21. To remunerate by cash or by other assets, or by the allotment of fully or partly paid shares, or by a call or option on shares, debentures, debentures stock or securities of this or any other Company or in any other manner whether out of the Company's capital profits or otherwise any person or persons for services rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the issue of any securities of the Company or for any other such reason which the Company may think proper.
22. Subject to the provisions of the Companies Act, 1956, to distribute as dividend, bonus or otherwise among members in kind and any shares, debentures or securities of the Company or of other Companies belonging to this Company which this Company may be competent to distribute.
23. To advance, deposit with or lend money, securities and property or to receive loans or grants or deposits from on the Government.
24. To make advance of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods, machinery stores or any other such property, articles and things, required for the purposes of the Company upon such terms with or without security as the Company deem expedient.



25. To issue as bonus shares among the members of otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and profits arising from the sale by the Company of forfeited shares, subject to the provisions of law in that behalf.
26. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debentures stock, contracts, mortgages, charges, obligations instruments and securities of any Company or of any authority, supreme, municipal local or otherwise or of any person whomsoever, whether incorporated or not incorporated; and to guarantee or becomes surety for the performance of any contracts or obligations.
27. To remunerate or otherwise assist any person firm or Company for the services of technical nature rendered in India or elsewhere conducting research or experiments which may be calculated directly or indirectly, to enhance the intrinsic value of the products of the Company or which may seem capable of being profitably dealt with in connection with any of the business of the Company.
28. Subject to the provisions of the Companies Act, 1956, to invest any moneys of the Company not for the time being required for any of the purposes of the company in such investments (other than shares or stock in the Company) as may be thought proper and to hold sell or otherwise deal with such investments.
29. To open an account or accounts with any individual, firm or company or with any Bank or Shroffs and to pay into and to withdraw money from such account or accounts.
30. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and such other negotiable or transferrable instruments of all types, but not to do banking business as defined in the Banking Regulations Act, 1949.
31. To procure the registration or other recognition of the Company in any country state or place and to establish and regulate agencies for the purpose of the Company's business.
32. To open and keep a register or registers of debentures and debenture holders in any country, state, territory or dominion wherever it may be deemed advisable to do so and to allocate any number of the shares in the Company to such register or registers.
33. To improve, manage, work, develop, exchange, lease, mortgage, charges, turn to account, abandon or otherwise deal with all or any part of the property, rights and concessions of the Company.
34. To equip expeditions and commissions and to employ and remunerate experts and their agents in connection therewith with a view for securing any of the objects of the Company.
35. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
36. 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 way connected with any particular trade or business or with trade or commerce generally including any association, institution or fund for the protection of the interests of masters, owners and employers against loss by bad debts, strikes, combinations, fire accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of its predecessors in business of their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refractories, dining and recreation rooms, churches, chapels, schools and hospitals and to grant gratuities, pensions and allowance and to contribute to any funds, raised by public or local subscription for any purpose.
37. Subject to Section 293 A of the Companies Act, 1956, to make donations to such persons or institutions either of cash or any other assets as may be thought directly or otherwise expedient, and to subscribe and or guarantee money for National Charitable, benevolent, public, social, general or useful object or for any exhibition.
38. To aid, pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
39. To communicate with Chambers of Commerce and other mercantile public bodies throughout the world and concert and promote measures for the protection to trade, industry and/or any persons engaged therein.
40. To establish, maintain and operate technical training institutions and hostels for technical staff of all categories of the company and to make such other arrangements that may be expedient for the training of all categories

of officers, workers, clerks, technical and other personnel likely to be useful to our assist in any business which the company is authorised to carry on.

41. To establish, maintain and operate general educational institutions and hostels for the benefit of the children of the employees or ex-employees of the Company, their dependents or connection of such persons and others and to make grants and awards and grant scholarships.
42. To take part in the management, supervision or control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or other experts or Agents.
43. To insure against losses, damages, risk and liabilities of any kind which may affect the company either wholly or partially.
44. To carry on business either as principals, agents, trustees; contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise and to do all such things as are incidental or conducive to the attainment of the above objects.
45. Subject to provisions of the Companies Act, 1956 to distribute all or any of the property of the Company amongst the members in specie kind in the event of winding up.
46. To provide for the welfare of the officers, employees, ex-officers and ex-employees of the Company and the wives, widows and families or dependants or the connections of such persons, buildings or contribution to the buildings or contributing to the buildings of houses, dwelling or chawls or any grant of money, pensions, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident or other associations, institutions, foundations or trusts and by providing or subscribing or contributing towards places of instructions, recreation, hospitals and dispensaries, medical and other attendance or other assistance as the Company shall think fit and subscribe or contribute to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or any other institutions and objects which shall have any moral or other claim to support or aid by the Company either by reason of location of operation or of public, and generally utility or otherwise.
47. To purchase or otherwise acquire land with or without buildings and machinery or to accept leases, thereof and on such land to erect buildings also to purchase and erect plant and machinery for the works and use of the Company.
48. To refer to arbitrations and to bring, conduct, defend, compromise and abandon legal and other proceedings and claims by, for any against the Company or concerning its affairs.
49. To aid, take up any rural development programme of the Company deemed to be of national, public or local interest.
50. To acquire from time to time and to deal in all such stocks-in-trade, goods, chattels, and effects as may be necessary or convenient for any business for the time being carried on by the Company which this Company is authorised to carry on.
51. To do all such other things as may be considered to be incidental or conducive to above objects or any of them.
52. To take or otherwise deal, acquire, hold, sell, dispose of guarantee the subscription of any share of any company or upon such securities or investments and in such manner as may from time to time be determined, or issue as fully paid or partly paid up shares or securities of the Company in consideration of any property transferred or services rendered to the Company and to accept as consideration for any property sold or disposed of by this Company, fully or partly paid by shares to securities of any other Companies whether having objects similar to those of this Company or not.

### **(C). OTHER OBJECTS**

1. To act and carry on business as carriers, warehousemen, ship owners, shippers, charterers and shipping and forwarding agents.
2. To undertake and execute any contracts for works involving the supply or use of any machinery or other materials or articles and to carry out any ancillary or such other works comprised in such contracts.
3. To carry on the business of mechanical, electrical, hydraulic, electronic precision and general engineers, machine and engineering tool makers, fitter, boulder makers, iron founders, brass founders smiths, wood

workers, pattern makers, millwrights, metal workers, iron and steel converters, ship builders, smiths fitters, metallurgists, plate-makers, dredgers, tug-owners, wharfingers, salt refiners and chemical manufacturers, builders of bridges and steel frame building and iron structures of all kind and to buy, sell import, export, manufacture, repair, convert, let on hire, and deal in machinery, rolling-stock, iron-steel, metal implements tools, utensils and conveniences of all kinds.

4. To carry on the business as traders or manufacturers, importers, exporters assemblers, processors repairers, finishers, let on hire or hire purchase and dealers of and in machinery and tools and accessories, abrasive plant of all kinds, wire drawing equipment, casting, patterns moulds, precision surface finishes special alloy casting, heat treatment, sound reproduction equipment, electronic equipment, cinematograph and photographic equipment, fire-fighting equipment and components or accessories for the same, engineers tools, gauges and measuring devices, hand tools, machine tools, power tools, households tools, hardware goods, machinery, tools and equipment of all descriptions for tools makers and for glazing, cutting and working on metal, glass, tiles, stone, marble and rock substances and in any articles or things used for or in connection with any such business as aforesaid and in the raw materials or other such materials for or component part of or accessories of the same.
5. To purchase, take on lease, or otherwise acquire any mines, mining, rights and metalliferous land and to acquire Certificate of approval in the Union of India and any interest therein, and to prospect, explore, work, exercise, develop and turn to account the same.
6. To crush, win get, quarry, smelt, calcine, refine, dress, beneficiate, amalgamate, manipulate, wash and convert into merchantable, sell, buy, import, export or deal in all types of ore, smelt and mineral substances of all kinds including managanese, barytes, iron or, mica, coal, limestone and all other minerals and metals, cement glasses, oil products, clays, bricks, tiles pipes, pottery, refractory and ceramic wares of all kind.
7. To produce, manufacture, refine, prepare, import, export, buy, sell and to deal in iron and steel in all forms and or by-products thereof and to carry on the trade or business of iron makers, steel makers, steel converters, rolled steel makers, miners, smelters, engineers, tin plate makers and iron founders in all their respective branches, manufacturers of all sorts of bars, rods and other sections, sheets and plates, wires, and wire products of iron and steel and other metals and to search for, get, work, make merchantable, sell and deal in iron steel and other metals, ferrous or non-ferrous (old and new), coal minerals and substances.
8. To purchase, acquire and run any ginning, pressing, spinning, weaving, manufacturing, factory, press, mill, business or concern.
9. To carry on the business of manufacture of cotton, silk, artificial silk, wool, flax, hemp and jute and similar fibres and of merchants, importers and dealers in cotton, silk, wool flax, hemp and jute and all products thereof, and the business of cotton spinners and doublers, silk, wool, flax, hemp and jute spinners combers, and/or dyers, bleachers, cleaners and finishers and manufactures of and dealers in dyeing and bleaching materials and manufacturing and general chemists and druggists and to comb, spin, bind, weave, scour, clean silk, flax, hemp, jute, wool and other like substances, and to manufacture, work up, buy, sell or deal in linen, cloth, silk, satin, satinet, plush, velvet, velveteen yarn, thread and other goods and fabrics and to carry on the business of ginning and pressing and to supply power.
10. To manufacture and carry on the business of film productions, silent as well as taking in all or any of the languages, spoken in the world which may be Topical, News, Educational, Dramatic, Comic, Advertisement, Cartoons, Coloured, Synchronised and film or films or any other such kind to be hereinafter devised.
11. To exhibit, distribute, give or take on hire, exchange, purchase or sell and to deal in any manner in films both of own manufacture or other manufacture, Indian or Foreign, in India or elsewhere outside India and to establish branches or agencies in India or elsewhere outside India and also to engage agents or representatives for the above or any other purposes of the Company and remunerate such agents, representatives and servants of the Company and to manufacture, produce and exhibit Cinematographic films and pictures and to engage Directors, Actors and other servants, Authors, Play-wrights, Dramatists, Dialogue and Scenario writers, Film Editors, Story writers and other persons, Technicians, Engineers, Sound Experts, Cameramen, Musician, Art Directors, Artists, Painters, Carpenters, and other experts necessary for conducting the business of the Company and to pay and remunerate persons so engaged.
12. To construct, purchase or take on lease Cinematograph theatres, cinema halls and such other buildings and works convenient for the purposes thereof and to manage, maintain and carry on such theatres and such other buildings, when so erected on.

13. To carry on and undertake any transactions, operation or business as financiers, promoters, concessionaries, guarantors, agents and contractors.
14. To carry on the business of builders, contractors and constructing engineers. To carry on the business of manufacture of bricks, tiles, wood works and such other building materials of all types.
15. To manufacture, sell, prepare or otherwise deal in chemicals, import entitlements, packing materials of various types and forms made of wood, metal, corrugated sheets tin-plattes, craft and craft paper rubber and glass used in the preparation of wooden boxes, ammunition covers, steel barrels, glass ampules and vials and other packing materials required for use in the Defence Department of otherwise for transit of the goods and stores.
16. To manufacture, sell and carry on business of industrial gases that is Oxygen acetylene, argon, nitrogen carbon-dioxide, nitrous oxide, feron, in gas or liquid form.
17. To carry on business of producers and manufactures of oxygen dissolved acetylene, nitrogen, argon, hydrogen, carbondioxide, nitrous oxide, feron carbonic acid and other gases or kindered substances or any compounds thereof by any process, and of selling or supplying such gases, substance and compounds or any of them to such purposes as the Company may, from time to time, think desirable.
18. To carry on the business of gas makers, mechanical engineers, iron founders, brass founders, metal workers, mill wrights, machinists, iron and steel converters, smiths, wood workers, metallurgists, electrical engineers, water supply engineers, farmers, printers, carriers and manufactures of agricultural implements.
19. To carry on the trades or business of iron masters, steel makers, steel converters, colliery proprietors, code manufactures, miners, smelters, engineers, tin plate makers and iron founders, in all their respective branches.
20. To produce steel bricks and bails from steel scrap and cast iron scrap.
21. To buy, underwrite, invest in, acquire, hold and deal in shares, stocks debenture-stock, bonds, obligations and securities issued or guaranteed by such Company constituted or carrying on business in India or elsewhere and debenture, debenture-stock, bonds, obligations and securities, issued or guaranteed by any government, State, Dominions, Sovereign rulers, commissioner, public body or authority supreme, municipal, local or otherwise, firm or person whether in India or elsewhere.
22. To carry on the business of running motor lorries, motor taxis, motor minibuses and conveyances of all kinds and on such lines and routes as the Company may think fit and to transport passengers and goods and generally to do the business of common carriers.
23. To carry on the business of hotel, restaurant, cafe, tavern, refreshment room and boarding and lodging house keepers, beer house keepers, licenced victuallers, wine bear and spirit merchants aerated minerals and artificial water and other drinks, purveyors, caterers for public amusements, generally dealers in ivory, novelty and other goods and as general merchants, garage proprietors, livestock stable keepers, job masters dairymen, importers and brokers of food, alive and dead stock and foreign produce of all descriptions, hair-dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements, recreation sports, entertainment and instructions of all kinds, tobacco and cigar merchants, travel agents, Bank Mukadams for railways, shipping and airways and road transport corporation, companies or bodies and carriers by land, water and air, barge property and freight contractors, forwarding agents, clearing agents, stevedores, ship-chandlers, caterers in railways, airlines and steamship companies, underwriters and insurers of ship crafts, goods and other property theatrical and opera box officer proprietors, cinema exhibitors, refrigerating storekeepers, and as proprietors conduced safe deposit vaults, ice merchants and carry on the business of running night clubs, swimming pools, plying of launches and boats, bakery and confectionery.
24. To carry on the business as bakers and manufacturers of and dealers in bread, flour, rava, maida, biscuits and farinaceous compounds and materials of every description.
25. To carry on business of manufacturers of and dealers in sugar, gur, khansari sugar-candy, chocolate, tofees and such other allied products thereof.
26. To carry on the business of stationers, printers, lithographers, sterotypers, electrotypers, photographic, printers, photo lithographers, engravers, dyesinkers, envelope manufacturers, book-binders, account book manufacturers, machine rules, numerical printers, paper makers, paper bag and account book makers, box makers, carboard manufactures, type founders, photographers, manufacturers of and dealers in playing visiting, revelry, festive, complimentary and fancy cards and alentines dealers in stamps agents for the payment of a

- stamp and other duties, advertising agents, designers, draftsmen, ink manufacturers, pen, ball pen and pencil manufacturers, booksellers, publishers, paper manufacturers and dealers in the material used in the manufacture of paper and engineers, cabiner makers.
27. To carry on the business as manufacturers and dealers in boots, shoes clogs, all kinds of foot-wear leather and plastic goods, lasts, boots, tress, laces, buckles, leggings, boot-polishes, accessories and fittings.
  28. To carry on the business as goldsmiths, silversmiths, jewellers, gem merchants, watch and clock repairers, electroplaters, dressing bag makers, importers of bullion and buy, sell and deal (wholesale and retail) in bullion, precious stones, jewellery, watches, clocks, golds or silver plates, cups, shields, electroplated cutlery, dressing bags, bronzes articles of virtue, objects or art and such other articles and goods as the Company may consider capable of being conveniently dealt in relation to its business and to manufacture and establish factories for manufacturing goods for the above business.
  29. To carry on the business as manufacturers and dealers of radio, television sets, teleprinters, telecommunication and electronic equipments, telephone equipments, radars, computers, business machines and their components and including valves, transistors, resistors, condensers and coils.
  30. To carry on the business of manufacturers of dealers in typewriters, calculating machines, computers, cleaners, swing and printing machines, air-conditioning equipment, air-conditioners, refrigerators, coolers, ice cream manufacturing machinery and to maintain air-conditioned godowns for storage of goods.
  31. To carry on the business of a steam and general laundry and to a wash, clean, purify, scour, bleach, wring, dry, iron dye, disinfect, renovate and prepare for use of all articles of wearing apparel, household, domestic and other cotton, silk and woolen fabrics, repair, let on hire, alter, improve, trat and deal in all apparatus, machines, materials and articles of all kinds used for any such purposes.
  32. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories, and optician shops.
  33. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat, agricultural products, milk and dairy products and such other perishable items of all types.
  34. To carry on the business of builders and contractors, architects, decorators, merchants and dealers in stone, sand, lime, bricks, cement, timber, hardware, and such other building materials of all types and acting as house agents.
  35. To establish and work as cement manufacturers and to carry on the business of manufacturers, cement, lime burners and cement, including sanitary fitting and chinaware.
  36. To carry on the business of the manufacturers of dealers of tractors, automobiles, earth-moving equipments, internal combustion engines, boilers, locomotives and compressors.
  37. To manufacture and/or deal in automobile parts, spare parts and components of machineries and to act as agents for manufacturers of various parts and components.
  38. To deal in any agriculture, vegetable or fruit products, and to carry on the business of dairymen, milk contractors, dairy farmers and milk products, condensed milk, cream, cheese butter, poultry, fruit essences, vegetables, cash crops and provisions of all kinds, growers of and dealers in corn, hay and straw, seedsmen, and to buy, sell, manufacture, and trade in any goods usually traded in any of the above business and of staple foods and medicinal preparations form milk, vegetables, flowers and animal products which may be advantageously carried on by the Company.
  39. To establish and maintain shipping lines and plying vessels between any parts and to carry on business as freight contractors, carriers, barge owners, forwarding and clearing agents.
  40. To carry on the manufacture and sale of patent medicines and preparations and generally to carry on the business of manufacturers, buyers and sellers of and dealers in all kinds of medicines and medical preparations and drugs whatsoever and obtain patents for them.
  41. To carry on the business of manufacturers or dealers in soap, cosmetics, perfumes and toilet requisites, pulp and paper of all kinds, and articles made from paper or pulp and materials used in the manufacture or treatment of paper, such as cardboard, mill boards and wall and ceiling papers and packing cartons and newsprints and photographic raw films.
  42. To manufacture and deal in all chemical products such as coal, coaltar products, and their intermediates, dyes, drugs, medicines and pharmaceuticals, petroleum and its products, and derivaties, paints, pigments

and varnishes, explosives and ammunitions, vegetable oils their products and derivatives, all types of heavy chemicals such as sulphuric and other acids, caustic soda ash, all type of textile chemicals and sizing and finishing materials, cement and allied products, photographic chemicals, clay and boards, including stawboards, soap, glycerine and allied products , all industrial and pharmaceutical, organic and inorganic chemicals, fertilizers, pesticides, manures, fungicides, and allied products, fats, waxes, and their products, hides, skins and leather.

43. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers and distributors for petroleum companies , to run service stations for the repairs and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils, greases.
44. To carry on the business of manufacturers and dealers in all types of rubber, celluloid, bakelite, plastic and all other such chemicals of all types, rubber and plastic goods, particularly industrial rolls, rollers, sheets, beltings and consumer goods, and such as tyres, tubes and other allied products, cappals, shoes, medical and surgical goods.
45. To carry on the business of iron founders, makers of scientific, industrial and surgical instruments, mechanical engineers and manufacturers of agricultural implements and other machinery, steel casting and forgings and malleable iron and steel castings, tool makers, brass founders, metal workers, mill wrights, machinists, iron and steel convertors, smiths, wood workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas makers, printers, carriers and to buy, sell manufacture, repair, convert, let on hire and deal in machinery implements, rolling stock and hardware of all kinds.
46. To carry on the business of electrical engineers, electricians, contractors, manufacturers, constructors, suppliers of and dealers in electric and other appliances, electric motors, fans, lamps, furnaces, household appliances, batteries, cables, wire lines, dry cells, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motive power, and all other purposes for which electrical energy can be employed, and to manufacture and deal in all apparatus and things required for or used in connection with the generation, distribution, supply, accumulation and employment of electricity, including in the terms electricity all power that may be directly or indirectly dealing with electricity.
47. To carry on business of manufacturing, assembling, buying, selling, reselling, exchanging, altering, importing, exporting, hiring, letting on hire, distributing, or dealing in ships, boats, barges, launches submarines, and other underwater vessels, aeroplanes, aero engines, airships, sea planes, flying boats, hydro planes and aircrafts and aerial conveyances, or passengers, merchandise or goods of every description whether propelled or assisted by means of petrol, spirit, electricity, steam, oil vapour, gas petroleum, mechanical, animal or any other such motive power of all types and all component parts, accessories, equipments and apparatus for use in connection therewith.
48. To carry on the trade of business of manufacturing, assembling, buying, selling, reselling, exchanging, altering, importing, exporting, hiring, letting on hire, or distributing or dealing in railway carriages, wagons, carts vehicles rolling stocks and conveyance of all kinds whether for railways, tanways, road, field or other traffic purposes, and also railways and tramways, plant and all machinery materials and things applicable or used as accessory thereto and of letting or supplying all or any of the thing hereinbefore mentioned, coal proprietors railway and other persons and of repairing and maintaining the same respectively whether belonging to this Company or not and of selling, exchanging, and otherwise dealing in the same respectively.
49. To carry on the business of machinists, makers of machinery, manufacturers of pressed bowl, mechanical engineers, marine, engineers, iron founders, iron and steel convertors, metallurgists, smiths, and wood workers, iron masters, steel makers, blast furnace proprietors, repairers, boiler makers, smiths, sand-blast proprietors, consulting engineers, electrical engineers, asbestos manufactures, japanners, enealers, enamellers, electric and chromium platers, polishers, gauge proprietors, blacksmiths, tinsmiths, locksmiths, iron mongers, alloy makers, metal platers, wire and to buy, sell, manufacture, repair, alter, convert, let on the hire and deal in plant, machinery, tools, implements, utensils, rolling stock and hardware of all kinds.
50. To manufacture and sell machinery, stores, engineering products of all kinds and description and to carry on the business of suppliers and dealers in all types of machinery and in all products intended for use in foundry and treatment of metals.
51. To sink wells and tube-wells to make, build and construct, lay down and maintain any reservoirs, cisters, culverts, filter-beds, mains and other pipes for the purposes of storing and distributing water for any person or Company.

52. To carry on the business of manufacturers of or dealers in glass products, such as sheet and plate glass, optical glass, glass wool and laboratory wares.
53. To carry on the business of manufacturers of or dealers in industrial machinery of all types, including bearing, speed reduction units pumps, machine tools and agricultural machinery and earthy moving machinery including road rollers, bulldozers, dumpers, shovels and drag lines and light engineering goods such as cycles and sewing machines, and their components.
54. To carry on the business of manufacturers of or dealers of ferrous or non-ferrous metals, such as iron and steel, aluminium, brass, tin, nickel, special steel and their products.
55. To carry on business as manufacturers, dealers, stockists, importers and exporters of engineering drawing sets, builders, hardware steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instrument, apparatus and other machinery plant, equipment, articles, appliances, their component parts, accessories and allied things.
56. To carry on business as manufacturers, dealers, stockists, exporters and importers of bolts, nuts, nails rivets, hinges, hooks and all other such hard-ware items of all types and descriptions.
57. To carry on the business as manufacturers, dealers, stockists, importers and exporters of forging casting, stampings of all metals, machinery parts, moulds, press tools, jigs fixtures, injections and compression, moulding steel products, automobile parts of all kinds.
58. To carry on business as manufacturers, stockists, importers, exporters, repairers and dealers in dynamos, motors, armatures, magnets, batteries conductors, insulators, transformers, converters switch-boards, cookers, engines, guns, presses, insulating material and generally electric plant appliances and suppliers of every description.
59. To carry on the business as manufacturers, dealers, stockists, importers and exporters of buckets, bath tube, tanks, trunks, metal furniture, safes, chimneys and pipes.
60. To carry on business as manufacturers, dealers, stockists, importers and exporters of wearable and unwearable fabrics, high density polyethylene and polypropylene, woven sacks, tarpaulines of various qualities and types.
61. To carry on business of dairy farming dairy products and allied products.
62. To carry on the business as manufacturers, dealers, stockists, importers and exporters of general goods, suppliers, commission agents and clearing and forwarding agents to carry on all or any of the business of wholesale and retail in all kinds of merchandise such as textile yarn, steel, spices, dry fruits, chemicals, dyes and grains.
63. To carry on business of timber and timber merchants, timber yard and saw-mill proprietors, and to buy, sell, prepare for market, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used to carry on the business of logging, plumbing, purchasing, acquiring, and leasing timber berths, and so far as may be deemed expedient the business of general merchants or any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above or calculated directly or indirectly to render profitable or to enhance the value of the Company's property or rights for the time being.
64. To procure or develop and supply technical know-how for the manufacture or processing of goods, materials, or in the installation or erection of machinery or plant for such manufacture or processing, or in the working of mines, oil wells or their sources of minerals deposits, or in search for or discovery or testing of mineral deposits, or in carrying out any operations relating animal husbandry, dairy or poultry farming or fishing or rendering services in connection with the provisions of such technical know how.
65. To carry on the profession of consultants on management, employment, engineering, industrial, and technical matters to industry and business and to act as employment agents. To carry on the business of printing and publishing books, magazines, journals and newspapers and to act as agents in connection therewith.
66. To undertake or arrange for the writing and publication of books, magazines, journals or pamphlets on subject relating to trade, commerce, industry, agriculture, banking, insurance, investment, taxation, finance, economics, law and such other subjects of all types.
67. To acquire or set up and run schools, colleges, training and professional institutions and music and dance centres.

68. To carry on the business of transport, cartage and haulage contractors, garage proprietors, owners and charters of road vehicles, aircraft, ships, tugs, barges and boats, of every description, lightermen, carriers of goods and passengers by road, rail, carmen, cartage contractors, stevedors, wharfingers, cargo superintendents, packers, haulers, warehousemen, storekeepers and jobmasters.
69. To carry on the business of importers, exporters, dealers, stockists, suppliers and manufacturers of commercial, industrial and domestic plastic products of any nature, substance and of any raw material including styrene, polystyrene vinyl, acetate and copolymers and other allied materials, acrylics and polysters, polycarbonates and polythers and epoxy resin and compositions, silicon resin and compositions, P.F., V.F. and other thermoplastic moulding compositions including prefabricated sections and shapes, callulosic plastics and other thermosetting and thermoplastic materials (of synthetic or natural origin) colouring materials, plastic and resinous materials and adhesive compositions.
70. To carry on the business as manufacturers of petro-chemicals and its by products and corresponding products.
71. To carry on the business of manufacturers and dealers in all kinds of laminates of glassine, paper, board, cellophane, bi-axial oriented poly prolene, polyester, foil, kraft, flexible films and manufacturers and dealers of printed or unprinted cartons, leaflets, folders, stickers and pouches of various types and to carry on the business of manufacturers, distributors, sellers, buyers, exporters, importers of containers, bottlers, tubes, drums and other packaging articles made from all types of materials and substances of different shapes, dimension and thickness and suitable for all types of packaging.
72. To carry on the business of manufacturers and dealers in all kinds and classes of paper board and paper pulp and all kinds of articles made thereof and to convert, treat or turn to account by any process or method of manufacture synthetic chemical or otherwise or in any other manner timber, wood dropping, fly cotton or cotton waste, cotton seeds, bamboo, grass, straw, jute sticks, sisal, fibre, flax hamp, hessain, gunnies, sugarcane bagasses, asbestos, rags, waste paper, water hyacinth or any kind of pulp or such other substances prepared from these or from other vegetables minerals, chemicals or any other such substances there of and prepare and manufacture newsprints papers, krafts and board of all kinds and such other things or by products thereof.
73. To carry on the business of manufacture and dealers in all kinds of printers, stereotypers, rotogravue printers, electrotypers, photographic printers, electrotypers, art printers, lithographers, cromolithographers, engravers, block makers, die sinkers, die stampers, machine rulers, numerical printers, paper makers, ticket manufacture, paper bags, book sellers, diary printers, card printers and to work and run all kinds of printing press either by mechanical, oil, steam, petrol electricity, power or any motive power.
74. To carry on and undertake the business of finance, trading, hire purchase, and to assist in financing of all and every kind and description of hire purchase, finance or assist in subsidising or financing the sales, purchase, import, export and maintenance of goods, articles or commodities of all and every kind and description upon any term, whatsoever and to purchase, import, export or otherwise deal in all forms of immovable or movable properties, article and commodities including land and building, plant and machinery, equipment, ship aircraft, automobiles, computers and all consumers, commercial and industrial items.
75. To carry on the business of hire purchase, finance, and financing business in all aspects or aspect and lending money and negotiating loan, provided the company shall not carry on the banking business within the meaning of Banking Regulation Act, 1949.
76. To carry on the business of leasing of consumer goods, computers, equipment, plant and machinery, business undertakings, furniture and fixtures, vehicles and all other such kinds of goods, equipment and plant and machineries.
77. To act as consultants and to advise and assist on all aspects of corporate, commercial and industrial management or activity including production, manufacturing, personnel, financial, marketing, taxation, technology, insurance, purchasing, sales quality control, productivity planning research and development, organisation, import and export business, industrial relations and management and to make evaluation, feasibility studies, project reports, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in mines, trades, plantations business, business orgainsation registered or co-operative societies, partnership or proprietary concerns and industries of all kinds in India and elsewhere in the world and improvement of business management, office organisation and export management to supply to and provide, maintain and operate services, facilities, conveniences, bureau and the like for the benefit of the company; to recruit and/or advice on the recruitment of staff for any company or as a service



organisation for providing general administrative, advisory, commercial financial, technical, secretarial, legal managerial, accounting, purchasing, sales, marketing, advertising personnel, and other services to any company.

78. To carry on business as manufacturers, producers, processors, refiners, converters, exporters, importers, traders, sellers and agents in various kinds and forms of chemicals tonner and developers, printing inks, adhesive, reprographics, pharmaceutical gases, mixtures, drugs, oils, compounds, creams, soaps, lotions, toilet goods, pigments, cosmetics, calcium carbonates, lime hydrated, lime, lime stone, calcium carbide, paranitro chloro benzene, ortho nitro chloro benzene, dinitro chloro benzene, paracetamol, aluminium sulphate, manganese sulphate, acids rubber chemicals, dye stuffs, fertilisers, organic or in organic resins, and/or mixed chemicals including fine and heavy chemicals, petro chemicals, synthetic resins, plastics or P.V.C. materials and such other forms of chemicals of all types either alone or in conjunction with minerals.
  79. To manufacture, purchase, sell, import, export, repair or otherwise deal in all types of plant and machinery, raw materials and auxiliaries used for the manufacture of all types of chemicals.
  80. To carry on the business of bottling, packing, repacking and processing of tonner, printing ink and adhesives.
  81. To buy, manufacture, mix, sell, refine, prepare, import, export and to carry on any business in minerals, methylated and rectified spirits, dry or other colours, raw materials, pigments dyes paints synthetics paints and thinners, coloured or other cements, varnishes, synthetic resins, enamels, lacquers, distempers, disinfectants, oil wood preservative, fruit or vegetable or other preservatives, printing and marking inks, dry inks, writing inks, polishes of descriptions such as metal, wood, paper polishers, caryons powders, electroplating, abrasive and its chemicals, shoe dressing, greases, vaslines, creams, glue, gelatine and other glue preparations and allied products.
  82. To manufacture, produce, refine, purchase, sell, import, export and otherwise to deal in all types of chemicals, pharmaceutical and biological preparations, drugs, vaccines, sera, injections, acids, alcohols, wine, or wine syrup, cordials, mineral, water, liquors, soups, restorative tonics, antiseptic, antiseptic cotton and dressings and such other allied products and by-products thereof.
  - +\* 83. To plan, design, develop, manufacture, improve, market, distribute, sell, licence, install, alter, import, export or otherwise, deal in or with all software, hardware and programmes of any and all kinds and description, including, but not limited to those used in, for or in connection with telecommunication, media services or electronic data processing equipment, product and services including computers and microcomputers based products, switches, mainframe and supercomputers, computer networking, electronic commerce, E.R.Ps., internet, intranet, web designing and other web based products, applications and services, telecommunications peripheral equipment and terminals including intelligent terminals speech or signal processing equipment, wireless and cellular equipments, test equipment, office and factory automation equipment, computer networking products and services, film ware and programmes.
  - +\* 84. To carry on the business of internet and intranet hardware and software, internet service providers, telecom service providers including but not limited to basic services, wireless and cellular services, call centers services etc., media service providers including but not limited to broadcasting, cable operation etc. communication hardware and software including satellite communication and internet services, cyber cafes, CAD & 3D designing services and medical transcription.
  - +\* 85. To initiate, undertake, carry on, engage in, promote, assist, encourage and conduct scientific and technical research, development, experiments, investigations, enquiries, studies, projects, analysis, examinations, surveys and tests of all kinds including but not limited to those related to telecommunications, media broadcasting, cable operations, computers, electronic data processing equipment, software, hardware and programmes of all kinds and descriptions and any equipment, parts, components and assemblies or sub-assemblies thereof.
  - +\* 86. To carry on the business of designing, engineering, planning and application of electronic equipments and devices and data processing machines of all types and to manufacture, assemble, import, export, distribute, repair, service, install, trade in all kinds of telephone and telecommunication equipments, media equipments, equipment for manufacturing of electronic components, machinery, instruments, appliances required for use in or in conjunction with all such things and generally all kinds of electric, magnetic, galvanic, electronic, telephone, telegraphic, power supply apparatus and equipment and electric, magnetic and electronic components.
  - +\* 87. To carry on the business and/or activity of imparting education, training in computer software, hardware, office automation, web, internet, intranet services, multimedia, e-commerce, E.R.Ps., development and/or implementation, communication systems, or in various other discipline of information technology that may evolve from time to time and management through manual or other computer systems, whether in India or abroad and impart training in various disciplines of information technology and management and for the said purpose establish and run information technology education, research and development institute establish data processing computer center and to provide consultancy services\*.
- IV. The Liability of the member is Limited.
- \*V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each and 5,00,000 (Five Lacs) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each.

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\* Amended by passing Ordinary Resolution at the Sixth Annual General Meeting held on 25.06.1996.

# Inserted by passing Special Resolution through Postal Ballot (results declared at the 11th Annual General Meeting of the Members of the Company held on 14.12.2001) and further confirmed by ROC, Uttar Pradesh & Uttaranchal, Kanpur vide letter dated 07.02.2002.

+ Inserted by passing Special Resolution through Postal Ballot and further confirmed by ROC, Uttar Pradesh & Uttaranchal, Kanpur vide Certificate dated 01.08.2006

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

Sl. No.	Name, Description, Occupation and Address of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness with address and occupation
1.	<b>Ashok Kumar Chaturvedi</b> S/o Sh. Vasudeo Chaturvedi W-2, Greater Kailash - II New Delhi - 110 048 (Industrialist)	Ten Shares each (10)	Sd/-	I witness the Signatures of all the Subscribers  Sd/- <b>RAKESH K. JAIN</b> M. Com. F.C.A., M. No. 81313. Chartered Accountant S/o Shri P. K. Jain R. Kumar Jain & Associates G-103, Kalkaji, New Delhi - 110 019
2.	<b>Rashmi Chaturvedi</b> W/o Sh. Ashok Chaturvedi W-2, Greater Kailash - II New Delhi - 110 048 (Business)	Ten Shares each (10)	Sd/-	
3.	<b>Harish Chaturvedi</b> S/o Sh. Vasudeo Chaturvedi J-26, Sector - 11, NOIDA (U.P.) (Industrialist)	Ten Shares each (10)	Sd/-	
4.	<b>Sadhna Chaturvedi</b> W/o Sh. Harish Chaturvedi J-26, Sector - 11, NOIDA (U.P.) (Business)	Ten Shares each (10)	Sd/-	
5.	<b>Pankaj Sharma</b> S/o Sh. Rajendra Kumar Sharma 2A, Sector - 15A, NOIDA Distt. Ghaziabad (U.P.) (Business)	Ten Shares each (10)	Sd/-	
6.	<b>Alka Sharma</b> W/o Sh. Pankaj Sharma 2A, Sector - 15A, NOIDA Distt. Ghaziabad (U.P.) (Business)	Ten Shares each (10)	Sd/-	
7.	<b>Rajendra Kumar Sharma</b> S/o Late Dr. M. K. Sharma C-16, Ram Puram Muzaffar Nagar (U.P.) (Business)	Ten Shares each (10)	Sd/-	
	<b>Total</b>	<b>70</b> <b>(Seventy)</b>		

Place : New Delhi

Dated : 23rd day of January 1990.

**THE COMPANIES ACT, 1956 (AS APPLICABLE) & THE COMPANIES ACT, 2013**

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

**ARTICLES OF ASSOCIATION  
OF  
FLEX FOODS LIMITED**

The following regulations comprised in these Articles of Association were adopted pursuant to the members' resolution passed at 28<sup>th</sup> Annual General Meeting held on 23.08.2018 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

**PRELIMINARY AND INTERPRETATION**

1. (a) The regulations contained in table "F" of Schedule I to the Companies Act, 2013 shall apply to the Company only in so far as the same are not provided for or are not inconsistent with these Articles.
- (b) The regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.
2. In the interpretation of these Articles, the following words and expressions shall have the following meanings, unless repugnant to the subject or context

**"Alter"** shall include the making of additions and omissions.

**"A Company"** A Company means a company as defined under Section 2(20) of the Act.

**"Board"** 'Board' means the Directors of the Company collectively, and shall include a committee thereof.

**"Body Corporate or Corporation"** includes a company incorporated outside India but does not include, (1) a Co-operative Society registered under any law relating to Co-operative Societies, (2) any other body corporate which the Central Government may by notification in the Official Gazette specify in that behalf.

**"The Company" or "This Company"** means FLEX FOODS LIMITED established as aforesaid.

**"The Companies Act 2013" "The said Act" or "The Act"** and reference to any section or provision thereof respectively means and includes the Companies Act, 2013 (Act No. 18 of 2013) and any statutory modification thereof for the time being in force, and reference to the section or provision of the said Act or such statutory modification.

**"The Managing Director"** means the Managing Director of the Company.

**"The Office"** means the registered office of the Company.

**"Debenture"** includes Debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the company or not.

**"Depository"** means and includes a Company as defined in the Depositories Act 1996.

**"Directors"** means a director appointed to the Board of the company.

**"Dividend"** shall include interim dividend.

**"Document"** includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

**"Executor" or "Administrator"** means a person who has obtained probate or Letters of Administration, as the case may be, from a competent Court, and shall include the holder of a Succession Certificate authorising the holder thereof to negotiate or transfer the share or shares of the deceased members, and shall also include the holder of a Certificate granted by the Administrator- General of any State in India.

**"Financial Statements"** means:

- (i) a balance sheet as at the end of the financial year;
- (ii) Statement of profit and loss, or in the case of a company carrying on any activity not for profit, an income and expenditure account for the financial year;
- (iii) cash flow statement for the financial year;
- (iv) a statement of changes in equity, if applicable; and
- (v) any explanatory note annexed to, or forming part of, any document referred to in sub-clause (i) to sub-clause (iv).

**"In writing"** "In writing" or "Written" shall include email, and any other form of electronic transmission.

**"Independent Director"** shall have the meaning ascribed to it in the Act.

**"Key Managerial Personnel"** means the Chief executive officer or the managing director; the company secretary; Whole Time Director; Chief Financial Officer; and such other officer as may be notified from time to time in the Rules.

**"Month"** means calendar month.

**"National Holiday"** means the day declared as national holiday by the Central Government.

**"Office"** means the Registered Office for the time being of the Company.

**"Ordinary & Special Resolution"** shall have the meanings assigned to these terms by Section 114 of the Act.

**"Register of Companies"** means the register of companies maintained by the Registrar on paper or in any electronic mode under the Act.

**"Rules"** means any rule made pursuant to section 469 of the Act or such other provisions pursuant to which the Central Government is empowered to make rules, and shall include such rules as may be amended from time to time.

**"Secretary"** is a Key Managerial Person appointed by the Directors to perform any of the duties of a Company Secretary.

**"Secretarial Standards"** means standards as may be prescribed by the Institute of Companies Secretaries of India from time to time.

**"Securities"** means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act 1956.

**"Shareholders 'or Members"** means the duly registered holder from time to time of the shares of the Company, and shall include beneficial owners whose names are entered as a beneficial owner in the records of a depository.

**"The Seal"** means the common seal of the Company for the time being.

**"Singular Number"** words importing the singular number include, where the context admits or requires, the plural number and vice versa.

**"Gender"** words importing the masculine gender also include the feminine gender.

**"Persons"** words importing persons shall, where the context requires, include bodies corporate and companies as well as individuals.

**"Words and expressions defined in the Companies Act, 2013"** Subject as aforesaid, any words and expressions defined in the said Act as modified up to the date on which these Articles become binding on the Company shall, except where the subject or context otherwise requires, bear the same meanings in these Articles.

**"Year"** means a calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

**"Marginal Notes and other Headings"** The marginal notes and the headings given in these Articles shall not affect the construction hereof.

### **SHARE CAPITAL AND VARIATION OF RIGHTS**

3. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at par or at a premium or at consideration otherwise than in cash and at such time as they may from time to time think fit. The Company may issue equity with voting rights and/or with differential rights as to dividend, voting or otherwise in accordance with the Rules and preference shares.
4. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue provide,—
  - (a) one certificate for all his shares without payment of any charges; or
  - (b) several certificates, each for one or more of his shares, upon payment of such sum as may be prescribed for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
5. Every holder of or subscriber to Securities of the Company shall have the option to receive security certificates or to hold the Securities with a depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any Securities in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.
6. Every holder of or subscriber to Securities of the Company shall have the option to receive security certificates or to hold the Securities with a depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any Securities in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

7. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of indemnity or such other documents as may be prescribed by the Board, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.  
(ii) The provisions of the foregoing article relating to issue of certificates shall mutatis mutandis apply to debentures or other securities of the company.
8. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
9. (i) The company may exercise the powers of paying commissions conferred under the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required under the Act and rules made thereunder.  
(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under the Act.  
(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
10. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.  
(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided 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.
12. Subject to the provisions of the Act, any preference shares may be issued on the terms that they are to be redeemed or converted into equity shares on such terms and in such manner as the company before the issue of the shares may, determine.
13. The Board or the Company as the case may be, may, by way of right issue or preferential offer or private placement or any other manner, subject to and in accordance with Act and the Rules, issue further securities to;
  - (a) Persons who, at the date of the offer, are holders of equity shares of the Company. Such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of other person or;
  - (b) Employees under the employees' stock option or;
  - (c) Any person whether or not those persons include the persons referred to in clause (a) or clause (b) above;

## **LIEN**

14. (i) The company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
15. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:
- Provided that no sale shall be made—
- (a) unless a sum in respect of which the lien exists is presently payable; or
  - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

16. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
17. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

The provisions of these Articles relating to Lien shall mutatis mutandis apply to any other Securities including debentures of the Company.

## **CALLS ON SHARES**

18. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
- Provided that no call shall exceed one fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
  - (iii) A call may be revoked or postponed at the discretion of the Board.

19. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
20. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
21. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.  
(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
22. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.  
(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
23. The Board—
  - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
  - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

#### **TRANSFER OF SHARES**

24. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.  
(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
25. The Board may, subject to the right of appeal conferred by the Act decline to register—
  - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - (b) any transfer of shares on which the company has a lien.
26. The Board may decline to recognize any instrument of transfer unless—
  - (a) the instrument of transfer is in the form as prescribed in rules made under the Act;
  - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - (c) the instrument of transfer is in respect of only one class of shares.
27. On giving not less than seven days' previous notice in accordance with the Act and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:  
  
Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.



28. The provision of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

### TRANSMISSION OF SHARES

29. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
30. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
31. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
32. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
33. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the company and the company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the company, but the company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Directors shall so think fit.

## SHARES IN DEMATERILISED FORM

34. Notwithstanding anything contained herein, the Company shall be entitled to dematerialise its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in a dematerialized form Notwithstanding anything contained herein, the Company shall be entitled to treat the person whose names appear in the register of members as a holder of any share or whose names appear as beneficial owners of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognise any benami trust or equity or equitable contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any Certificates and where such shares or other marketable securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialized.

## FOREFEITURE OF SHARES

35. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
36. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
37. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
38. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
39. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
40. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
  - (iii) The transferee shall thereupon be registered as the holder of the share; and
  - (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
41. The provisions of these regulations as to forfeiture shall apply in the case of non payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **ALTERATION OF CAPITAL**

42. Subject to provisions of the Act the company may, from time to time, increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
43. Subject to the provisions of the Act, the company may, from time to time,—
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
44. Where shares are converted into stock,—
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
 

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
  - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
  - (c) such of the regulations of the company as are applicable to paid up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stockholder" respectively.
45. The company may, subject to provisions of the Act, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
- (a) its share capital;
  - (b) any capital redemption reserve account; or
  - (c) any share premium account.
  - (d) any other reserve in the nature of share capital

## **CAPITALISATION OF PROFITS**

46. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- a. paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - b. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
  - d. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - e. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
47. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) Make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
  - (b) Generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

## **BUY-BACK OF SHARES**

48. Notwithstanding anything contained in these articles but subject to the provisions of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

## **GENERAL MEETINGS**

49. All General Meetings other than Annual General Meeting shall be called Extra ordinary General Meeting.
50. The Board may, whenever it thinks fit, call an Extra ordinary General Meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

51. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Act.
52. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
53. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
54. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
55. On any business at any general meeting in the case of an equality of votes, whether on a show of hands, electronically or on a poll, the Chairman of the meeting shall have second or casting vote.

## **ADJOURNMENT OF MEETING**

56. (i) The Chairperson may, suo moto and , in the absence of quorum shall adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **VOTING RIGHTS**

57. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll or through voting by electronic means, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
58. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.
59. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
60. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll or through voting by electronic means, by his nominee or other legal guardian, and any such nominee or guardian may, on a poll, vote by proxy.

61. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
62. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
63. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.  
(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

#### **PROXY**

64. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for taking of the poll; and in default the instrument of proxy shall not be treated as valid.
65. An instrument appointing a proxy shall be in the form as prescribed in the rules made under the Act.
66. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **BOARD OF DIRECTORS**

67. (i) Until otherwise determined by a General Meeting of the Company and subject to the provisions of the Act, the number of Directors shall not be less than three nor more than fifteen.  
(ii) The Directors of the Company at the date of adoption of these articles are:
  - (a) Shri Ashok Kumar Chaturvedi
  - (b) Shri A. Raghavendra Rao
  - (c) Shri Paresh Nath Sharma
  - (d) Smt. Anupam Ahuja
  - (e) Shri Rajendra Kumar Mishra
68. Subject to provisions of the Act, the Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
69. The same individual may, at the same time, be appointed as Chairman as well as Managing Director or Chief Executive Officer of the Company.
70. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
  - (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
  - (b) in connection with the business of the company.
- 71. A Director may receive remuneration by way of fee not exceeding such amount as may be permissible under the Rules for attending each meetings of the Board or Committee thereof; or of any other purpose whatsoever as may be decided by the Board.
- 72. The company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of under the Act) make and vary such regulations as it may thinks fit respecting the keeping of any such register.
- 73. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
- 74. Every director present at any meeting of the Board or of a committee thereof shall sign against his name in a book to be kept for that purpose.
- 75. (i) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an Additional Director, provided the number of the Directors and Additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
  - (ii) Such person shall hold office only up to the date of the next Annual General Meeting of the company but shall be eligible for appointment by the company as a Director at that meeting subject to the provisions of the Act.
- 76. (i) The Board may appoint an Alternate Director to act for a Director (herein after in this Article called "the Original Director") during his absence for a period not less than three months from India. No person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of the Act.
  - (ii) An Alternate Director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when Original Director returns to India.
  - (iii) If the term of office of the Original Director is determined before he return to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not the alternate director.
- 77. (i) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
  - (ii) The Director so appointed shall hold office only upto the date till which the Director in whose place he is appointed would have held office if it had not been vacated.

## **NOMINEE DIRECTOR**

78. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys shall be owing by the Company to the any financial institutions, corporations, banks or such other financing entities, or so long as any of the aforesaid banks, financial institutions, corporations or such other financing entities hold any shares/ debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid financial institutions, corporations, banks or such other financing entities in respect of any financial obligation or commitment of the Company remains outstanding, then in that event any of the said financial institutions, corporations, banks or such other financing entities, shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Director(s) on the Board of Director as their nominee on the Board of Company. The aforesaid financial institutions, corporations, banks or such other financing entities, may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant financial institutions, corporations, banks or other financing entities and shall be delivered to the Company and the Company shall have no power to remove the Nominee Director from office. Each such Nominee Director shall be entitled to attend all General Meetings, Board Meetings and meetings of the Committee of which he is a member and he and the financial institutions, corporations, banks or such other financing entities, appointing him shall also be entitled to receive notice of all such meetings.

## **MANAGEMENT UNDER GENERAL CONTROL OF DIRECTORS**

79. (i) The general control, management and supervision of the Company shall vest in the Board and the Board may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorized except as are required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act, and of these presents and to any regulations not being inconsistent with these presents from time to time made by the Company in General Meeting, provided that no such regulation shall invalidate any prior acts of the Directors which would have been valid if such regulation had not been made.
- (ii) Subject to the provisions of the Act, the Director may borrow, raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they may think fit and in particular by the issue of bonds, perpetual or redeemable, debenture or debenture-stock or any mortgage or charge or other security on the undertaking of the whole of any part of the property of the Company (both present and future) including its uncalled capital for the time being.
- (iii) Subject to the provisions of the Act, the Company may enter into any contract, arrangement or agreement in which a Director or Directors of the Company are, in any manner, interested
- (iv) A Director, Managing Director, officer or employee of the Company may be or become a Director, of any company promoted by the Company or in which it may be interested as a vendor, member or otherwise, and no such Director shall be accountable for any benefits received as Director or member of such company except to the extent and under the circumstances as may be provided in the Act.
- (v) If the Directors or any of them or any other person, shall become personally liable for the payment of sum primarily due from the Company, the Board may subject to the provisions of the Act 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.
- (vi) A Director may resign from him office upon giving notice in writing to the Company.



## MINUTES

80. The Board shall, in accordance with the provisions of Section 118 of the Act, cause minutes to be kept of proceedings of every general meeting of the company and of every meeting of the Board or of every Committee of the Board.

Any such minutes of proceedings of any meeting of the Board or of any committee of the Board or of the Company in general meeting, if kept in accordance with the provisions of section 118 of the Act, shall be evidence of the matters stated in such minutes. The minute books of general meetings of the Company shall be kept at the office and shall be open to inspection by members as may be decided by the Board Subject to the Provisions of Section 119 of the Act

## PROCEEDINGS OF THE BOARD

81. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A Director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
82. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board shall have a second or casting vote.
83. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
84. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
85. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
86. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
87. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
88. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

89. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, whether manually or electronically, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **MANAGING DIRECTORS**

90. (i) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time any of its members as Managing Director or Managing Directors and/or Whole Time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions, including liability to retire by rotation, as the Board thinks fit, and the Board may by resolution vest in such Managing Director or Managing Directors/Whole Time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be way of monthly remuneration and/ or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.
- (ii) The Directors may whenever they appoint more than one Managing Director, designate one or more of them as "Joint Managing Director" or "Joint Managing Directors" or "Deputy Managing Directors" as the case may be.
- (iii) Subject to the provisions of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in the General Meeting and of the Central Government, if required.

#### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

91. Subject to the provisions of the Act,—
- (i) A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

#### **AUTHENTICATION OF DOCUMENTS**

92. Save as otherwise provided in the Act, any Director or Chief Executive Officer or Manager, Company Secretary or Chief Financial Officer or any person appointed by the board for the purpose shall have power to authenticate any document affecting the constitution of the Company and any resolution passed by the Company or the board and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts there from as true copies or extracts and where any books, records document or accounts are elsewhere than at the office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.
93. A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the cases may be, that such extract is a true and accurate record of as duly constituted meeting of the Board.

## THE SEAL

94. (i) The Board shall provide for the safe custody of the seal.
- (ii) The Seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least one Director or of the Manager or secretary or such other person as the Board or Committee may appoint for the purpose; and the Director or Manager or Secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in his /her presence.

## DIVIDENDS AND RESERVE

95. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board, but the Company in a general meeting may declare a lesser dividend.
96. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares as appear to it to be justified by the profits of the company.
97. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
98. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
99. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
100. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (iii) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for any payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

101. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
102. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
103. The waiver in whole or in part of any dividend on any share by any document shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.
104. No dividend shall bear interest against the company.

#### **ACCOUNTS**

105. (i) The books of accounts and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act and the Rules.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

#### **SERVICE OF NOTICES AND DOCUMENTS**

106. (i) It shall be imperative on every member or notify to the Company for registration his place of address in India and if he has no registered address within India to supply to the Company an address within India for giving of notices to him.
- (ii) A member may notify his email address if any, to which the notices and other documents of the company shall be served on him by electronic mode. The Company's obligation shall be satisfied when it transmits the email and the company shall not be responsible for failure in transmission beyond its control
- (iii) Subject to Section 20 of the said Act, a document may be served by the Company on any member thereof by sending it to him by post or by registered post or by speed post or by courier or by delivering at his address (within India) supplied by him to the company for the service of notices to him. The term courier means person or agency who or which delivers the document and provides proof of its delivery.
- (iv) Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by any and every notice and other document in respect of such share which previous to his name and address being entered upon the register shall have been duly given to the person from whom he derives his title to such share.
- (v) Any notice required to be given by the Company to the members or any of them and not expressly provided for by these presents shall be sufficiently given, if given by advertisement, once in English and once in a vernacular daily newspaper circulating in the city, town or village in which the registered office of the Company is situate.
- (vi) Any notice or document served in the manner hereinbefore provided shall notwithstanding such member be then dead and whether or not the Company has notice of his death, be deemed to have been duly served in respect of any share, whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint-holder thereof and such service, for all purposes of these presents be deemed a sufficient service of such notice or documents on his heirs, executors, administrators and all person (if any) jointly interested with him in any such shares.

- (vii) A document may be served on the Company or on an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post or by Registered Post or by leaving it at its Registered Office, or by means of such electronic mode or other mode as may be specified in the relevant Rules.
- (viii) Any notice given by the Company shall be signed (digitally or electronically) by a Director or by the Secretary or some other officer appointed by the Directors and the signature thereto may be written, facsimile, printed, lithographed, Photostat.

#### **INSPECTION**

107. (i) the books of Account and other books and papers shall be open to inspection by any Director during business hours.
- (ii) Where any item of business consists of the according of approval to any document by the meeting the time and place where the document can be inspected shall be specified in the statement aforesaid.
- (iii) The books containing the minutes of the proceedings of General Meetings of the Company shall –
- a. be kept at the registered office of the Company; and
  - b. be open during business hours to the inspection of any member without charge subject to such reasonable restrictions as the Company may impose so however that not less than two hours in each day are allowed for inspection.
  - c. Any member shall be entitled to be furnished within seven working days after he has made request in that behalf to the Company with a copy of any Minutes referred to in above on payment of Rs.10/- for every page or part thereof required to be photocopied and that the Company shall comply with provisions of the Act.
  - d. the above provisions shall mutatis mutandis apply to other registers maintained under the provisions of the said Act, that can be inspected by an eligible person.
- (iv) The Directors shall, from time to time, determine whether and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members not being Directors; and no member (not being a Director) shall have any right of inspection of any account or book or document of the Company except as conferred by law or authorized by the Directors.

#### **RECONSTRUCTION**

108. On sale of the undertaking of the Company, the Board any or the liquidator on winding up may, if authorized by a Special Resolution, accept fully paid or partly paid up shares, debentures or securities of any other Company incorporated in India or to the extent permitted by law of a Company incorporated outside India, either then existing or to be formed for the purchase in whole or in part of the property of the Company and Board (if the profit of the Company permit) or the Liquidator (in a winding up) may distribute such shares or securities or any other property of the company amongst the members without realisation or vest the same in trustees for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company and for the valuation of any such securities or property at such price and in such manner the meeting may approve and all holders of share shall be bound to accept and shall be bound by any valuation or distribution so authorized, and acquire all rights in relation thereto, save only in case the Company is propose to be or in the course of being wound up, such statutory rights (if any) under the provisions of the act, as are incapable of being varied or excluded by these Articles.

## **SECRECY**

109. No member shall be entitled to visit any works of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's working, trading or any matter which is or may be in the nature of a secret, mystery of trade or secret process, which may relate to the conduct of the business of that Company and which in the opinion of the Directors, it will be inexpedient in the interest of the members of the Company to communicate to the public.

## **WINDING UP**

110. Subject to the applicable provisions of the Act and rules made thereunder—

- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## **INDEMNITY**

111. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## **GENERAL POWER**

112. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is authorized by its Articles, then in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

Sl. No.	Names, Address Description and Occupation of Subscribers	Signature of Subscriber	Name, Address and Description of Witnesses
1.	<b>Ashok Kumar Chaturvedi</b> S/o Sh. Vasudeo Chaturvedi W-2, Greater Kailash - II New Delhi - 110 048 (Industrialist)	Sd/-	<p>I witness the Signatures of all the Subscribers</p> <p>Sd/- <b>RAKESH K. JAIN</b> M. Com. F.C.A., M. No. 81313. Chartered Accountant S/o Shri P. K. Jain R. Kumar Jain &amp; Associates G-103, Kalkaji, New Delhi - 110 019</p>
2.	<b>Rashmi Chaturvedi</b> W/o Sh. Ashok Chaturvedi W-2, Greater Kailash - II New Delhi - 110 048 (Business)	Sd/-	
3.	<b>Harish Chaturvedi</b> S/o Sh. Vasudeo Chaturvedi J-26, Sector - 11, NOIDA (U.P.) (Business)	Sd/-	
4.	<b>Sadhna Chaturvedi</b> W/o Sh. Harish Chaturvedi J-26, Sector - 11, NOIDA (U.P.) (Business)	Sd/-	
5.	<b>Pankaj Sharma</b> S/o Sh. Rajendra Kumar Sharma 2A, Sector - 15A, NOIDA Distt. Ghaziabad (U.P.) (Business)	Sd/-	
6.	<b>Alka Sharma</b> W/o Sh. Pankaj Sharma 2A, Sector - 15A, NOIDA Distt. Ghaziabad (U.P.) (Business)	Sd/-	
7.	<b>Rajendra Kumar Sharma</b> S/o Late Dr. M. K. Sharma C-16, Ram Puram Muzaffar Nagar (U.P.) (Business)	Sd/-	

Place : New Delhi

Dated : 23rd day of January 1990.