

ARTICLES OF ASSOCIATION

OF

RMG ALLOY STEEL LIMITED

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1. The Regulation contained in table F or Schedule 1 of the Act shall apply in addition to and to the extent that are not inconsistent with any of the provision of these Articles..

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

INTERPRETATION

2. In the interpretation of these Articles, unless repugnant to the subject or context: -

Interpretation clause

"ASP" means Rajendra Mechanical Industries Limited and Doshi Group NRI.

"The Company" or "this Company" means "RMG ALLOY STEEL LIMITED".

"The Company" or "this Company".

"Corporation" means Gujarat Industrial Investment Corporation Limited (GIIC) and its nominees, assigns and successors.

"The Act" means "the Companies Act, 2013", or any statutory modification or re-enhancement thereof for the time being in force.

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

"Auditors"

"Board", or "Board of Directors" means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Director entitled to pass a circular resolution in accordance with the Articles, or the Directors of the Company collectively.

"Board" or "Board of Directors".

"Capital" means the share capital for the time being raised or authorised to be raised for the

"Capital".

purpose of the Company.

"Debenture" includes debenture - stock. "Debenture".

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

"Dividend" includes interim dividend. "Dividend"

Words importing the masculine gender also include the feminine gender. "Gender"

"In Writing" and "Written" include printing, lithography and other modes of representing or reproducing words in a visible form. "In Writing" and "Written"

"Member" means the duly registered holder from time to time of the shares of the Company and includes subscribers of the Memorandum of the Company. "Member"

"Meeting" or "General Meeting" means a meeting of Members. "Meeting" or "General Meeting"

"Annual General Meeting" means a general meeting of the Members held in accordance with the provisions of Section 166 of the Act. "Annual General Meeting".

"Extra Ordinary General Meeting" means a extra ordinary general meeting of the Members duly called and constituted and any adjourned holding thereof. "Extra Ordinary General Meeting"

"Month" means a calendar month. "Month"

"Office" means the registered office for the time being of the Company. "Office".

"Paid-up" includes credited as paid-up. "Paid -up".

"Persons" includes Corporations and firms as well as individuals. "Persons"

"Register of Members" means the Register of Members to be kept pursuant to the Act. "Register of Members"

"The Registrar" means the Registrar of Companies of the State in which the Office of the Company "The Registrar".

is for the time being situate.

"Secretary" includes a temporary or Assistant "Secretary" Secretary or any person or persons appointed by the Board to perform any of the duties of a Secretary.

"Seal" means the Common Seal for the time being of the Company. "Seal"

"Share" means share in the share capital of the Company and includes stock and shares is expressed or implied. "Share"

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

"Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act. "Ordinary Resolution" and "Special Resolution".

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

The marginal notes used in these Articles shall not affect the construction thereof.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these articles.

CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

3. The Authorised Share Capital of the Company is Rs. 120,00,00,000/- (Rupees One Hundred Twenty Crores Only) divided into 11,00,00,000 (Eleven Crores) Equity Shares of Rs. 6/- (Rupees Six Only) each, 5,40,00,000 (Five Crore Forty Lacs) Preference Shares of Rs. 10/- (Rupees Ten Only) each, with power to increase or reduce the capital for the time being and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, preference, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, alter, modify, amalgamate or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided for
- Amount of Authorised Capital

by the Articles of Association of the Company or by the law in force for the time being.

(a) any shares including any option to subscribe for shares in the original or increased capital may from time to time be issued with any such right or preference whether in respect of dividend, or repayment of capital or both, on the footing that any such shares may be determined as provided by the Articles of Association of the Company and The Companies Act 2013, then in force;

(b) the rights of holders of all classes of shares for the time being forming part of the Capital of the Company may be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three fourth of the issued shares of the class or with the sanction of a special resolution of the members of that class;

(c) subject to the rights of the holders of any other shares entitled by the terms of issue to preferential repayment over the equity shares in the event of winding up of the Company, the holders of the equity shares shall be entitled to be repaid the amounts of capital paid up or credited as paid up on such equity shares and all surplus assets thereafter shall belong to the holders of the equity shares in proportion to the amount paid up or credited as paid-up on such equity shares respectively at the commencement of the winding up;

(d) Notwithstanding anything contained in the Articles of Association 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 dematerialised form.

4. The Company in General Meeting may, from time to time by an Ordinary Resolution, increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given as the Directors shall determine; and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a right of voting at general meetings of the Company in conformity with Sections 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Act.
- Increase of Capital by the Company, and how carried into effect.
- 4A. The Corporation and ASP each shall take up and subscribe for at par 11% and 40% respectively of the issued equity share capital of the Company. The balance of the equity share capital shall be offered to others or for public subscription in India and abroad subject to Reserve Bank of India, Government of India and other approval as required/necessary.
5. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered as part of the original capital, and shall be subject to the provisions, herein contained, with reference to the payment of calls, and installments, forfeiture, lien, surrender, transfer, and transmission, voting and otherwise.
- New capital same as existing capital.
6. Subject to the provisions of Section 55 of the Act, the Company shall have power to issue Preference Shares which are, or at the option of the Company are, liable to be redeemed the manner, terms and conditions of redemption.
- Redeemable Preference Shares.

- 6A. Convertible and/or non-convertible debentures/bonds of the Company, if any, when issued shall be offered for subscription to the Corporation and ASP in proportion to their holdings or in such proportion as may be mutually agreed by the Corporation and ASP".
- 6B. Convertible and/or non-convertible debentures/bonds may be offered for public subscription in such manner and proportion as may be mutually agreed to between the Corporation and ASP.
7. On the issue of Redeemable Preference Shares under the provisions of Article 6 hereof the following provisions shall take effect: -
- Provisions to apply on issue or Redeemable Preference Shares.
- (a) no such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption.
 - (b) No such shares shall be redeemed unless they are fully paid;
 - (c) The premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's Share Premium Account before the shares are redeemed;
 - (d) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of the profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the "Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 80 of the Act, apply as if the Capital Redemption Reserve Account were paid -up share capital of the Company.
8. The Company may subject to the provisions of section 66 of the Reduction of

Act from time to time by a special resolution, reduce the share capital in any manner and in particular, may –

(a) extinguish or reduce the liability on any of its shares in respect of the share

capital not paid-up; or

(b) either with or without extinguishing or reducing liability on any of its

shares, –

(i) cancel any paid-up share capital which is lost or is unrepresented by available assets; or

(ii) pay off any paid-up share capital which is in excess of the wants of the

company,

alter its memorandum by reducing the amount of its share capital and of its shares accordingly

9. Subject to the provisions of Section 61 of the Act the Company in general meeting, may from time to time subdivide or consolidate its share, or any of them, and the resolution whereby any share is sub-divided, may determine that, as between the holders of the shares resulting from such sub-division on or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others or other. Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. Sub-division, consolidation and cancellation of shares.
10. Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or nay of the rights and privileges attached to each class may, subject to the provisions of Sections 48 of the Act, be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any persons purporting to contract on behalf of that class, provided such agreement is ratified in writing by the holders of atleast three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of shares of that class. Modification of rights.

the provisions of sections 68 to 70 and any other applicable provision shares of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

SHARES AND CERTIFICATES

11. The Company shall cause to be kept a Register and Index of Members in accordance with Sections 88 of the Act. The Company shall be entitled to keep in any State or country outside India a branch Register of Members resident in that State or country. Register and index of Members.
12. The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished. Shares to be numbered progressively and no shares to be sub-divided.
- 13 (a) "where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered – Further issue of capital.
- I. to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely: –
 - i. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
 - ii. unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;
 - iii. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the company;

II. to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or

III. to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.

13 (b)

13 (b) Notwithstanding anything contained in sub-clause (a) above, but subject, however, to Section 62 (3) of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares, or to subscribe for shares in the Company.

14. Subject to the provisions of these Articles and of the Act, the Shares (including any Shares forming part of any increased capital of the Company) shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons in such proportion on such terms and conditions and at such times as the Directors thinks fit and subject to the sanction of the Company in General Meeting with full power to give any person the option to call for or be allotted shares of any class of the Company either (subject to the provisions of Sections 52 and 53 of the Act) at a premium or at par or at a discount and such option being exercisable for such time and for such consideration as the Directors think fit. The Board shall cause to be filed the returns as to allotment provided for in Section 39 of the Act.

Shares under
control of
Directors.

15. In addition to and without derogating from the powers for that purpose conferred on the Board under Articles 13 and 14, the Company in general meeting may, subject to the

Power also to
Company in General
Meeting to issue
shares.

provisions of Section 62 of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such person (whether a Member or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Sections 52 and 53 of the Act) at a premium or at a par at a discount as such general meeting shall determine and with full power to give any person (whether a Member or not) the option to call for or be allotted shares of any class of the Company either (subject to compliance with the provisions of Section 52 and 53 of the Act) at a premium or at par or at a discount, such option being exercisable at such General Meeting or the Company in general meeting may make any other provision whatsoever for the issue, allotment or disposal of any shares.

16. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share herein, shall in an acceptance of shares within the meaning of these Articles and every person who, thus or otherwise, accepts any shares and whose name is on the Register shall, for the purposes of these Articles, be a Members. Acceptance of shares.
17. The moneys (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall, immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debit due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly. Deposit and call etc. to be a debt payable immediately.
18. Every Members, or his heirs, executors, or administrators, shall pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon in such Liability of Members.

amounts, at such time or times, and in such manner as the Board shall from time to time in accordance with the Company's regulations, require or fix for the payment thereof.

- 19 (a) Every Members or allottee of shares shall be entitled, without payment, to receive one certificate specifying the name of the person in whose favour it is issued, the shares to which it relates and the amount paid-up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of the letter of allotment or the fractional coupons requisite value, save in case of issues against letters of acceptance or of renunciation or in cases of issued of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence if two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose, and the two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits it, at least one of the aforesaid two Directors shall be a person other than a Managing or a whole - time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued, indicating the date of issue. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupee One. The Company shall comply with the provisions of Section 56 of the Act. Share Certificates.
- 19 (b) Any two or more joint allottees of a share shall, for the purpose of this Article, be treated as a single Member, and the certificate of any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.
- 19 © A Director may sign a share certificate by

affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

- 20 (a) No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out, or where the cages on the reverse for recording transfers have been fully utilized, unless the certificate in lieu of which it is issued is surrendered to the Company. issue of Share Certificate.
- 20 (b) When a new share certificate has been issued in pursuance of clause (a) of this Article, it shall state on the face of it and against the stub or counter-foil to the effect that it is "issued in lieu of share certificate No. ----- sub-divided/replaced/on consolidation of shares".
- 20 © If a share certificate is lost or destroyed, a new certificate in lieu thereof shall be issued only with the prior consent of the Board and on such terms, if any, as to evidence and indemnity and as to the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Board think fit.
- 20 (d) When a new share certificate has been issued in pursuance of clause © of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is "duplicate issued in lieu of share certificate No.-----". The word "Duplicate "shall be stamped or punched in bold letters across the face of the share certificate.
- 20 (e) Where a new share certificate has been issued in pursuance of clause (a) or clause (c) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates indicating, against the names

of the persons to whom the certificate is issued, the number and date of issue of the share certificate in lieu of which the new certificate is issued and the necessary changes indicated in the Register of Members by suitable cross reference in the "Remarks" column.

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

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

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

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

The first name of joint-holders deemed sole holder.

Company's regulations.

22. Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles in the person from time to time registered as the holder hereof; but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them. Company not bound to recognize any interest in shares other than that of registered holder.
23. None of the funds of the Company shall be applied in the purchase or in connection with the purchase or subscription of any shares in the Company or in its holding company, save as provided by Section 67 of the Act. Funds of Company shall not be applied in purchase of shares of the Company.

UNDERWRITING AND BROKERAGE

24. Subject to the provisions of Section 40 of the Act the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares or debentures in the Company, but so that the commission shall not exceed in the case of shares five per cent of the price at which the shares are issued and in the case of debentures two and a half per cent of the price at which the debentures are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other. Commission may be paid.
25. The Company may also, on any issue of shares or debentures, pay such brokerage as may be lawful. Brokerage

INTEREST OUT OF CAPITAL

26. Where any shares are issued for the purposes of raising money to defray the expenses of the Construction of any work or building, or the provision of any plant, which cannot be made profitable for a lengthy period, the Company may pay interest on so much of that share capital as is for the time being paid up, for the period, at the rate and subject to the conditions and restriction as may be provided by the Act and may charge the same to capital as part of the cost of construction of the work or building or the provision of plant. Interest may be paid out of capital.

CALLS

27. The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by circular resolution) make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares held by them respectively and each Members shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board A call may be made payable by installments. Directors may make calls.
28. Thirty days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid. Notice of calls.
29. A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board. Call to date from resolution.
30. A call may be revoked or postponed at the discretion of the Board. Call may be revoked or postponed.
31. The joint-holders of a share shall be Liability of joint-

jointly and severally liable to pay all holders.
calls in respect thereof.

32. The Board may, from time to time at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the Members, who from residence at a distance or other cause, the Board may deem fairly entitled to such extension but no Members shall be entitled to such extension save as a matter of grace and favour. Directors may extend time.
33. If any Members fails to pay any call due from him on the day appointed for payments thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate, as shall from time to time be fixed by the Board, not exceeding 15 per cent per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member. Calls to carry interest.
34. 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 Articles be deemed to be a call duly made and payable, and in case of non-payment all the relevant provisions of these Article 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. Sums deemed to be calls.
35. On the trial or hearing of any action or suit brought by the Company against any Members or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Members in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequently to the date at Proof on trial of suit for money due on shares.

which such money is sought to be recovered; that the resolution making the call is duly recorded in the Minute Book; and that notice of such call was duly given to the Members or his representatives sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the directors who made such call nor that a quorum of the Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly converted or constituted nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive. Evidence of the debt.

36. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest nor any indulgence granted by the Company in respect of the payment of any such ceding to enforce a forfeiture of such shares as hereinafter provided. Partial payment not to preclude forfeiture.
- 37 (a) The Board may, if it thinks fit, agree to and receive from any Members willing to advance the same, all or any part of the amount of his respective shares beyond the sums, actually called up and upon the money so paid in advance or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the Member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Members three months' notice in writing. Provided that moneys paid in advance of calls on any shares may carry interest but shall not confer a right to dividend or to participate in profits. Payment in anticipation of calls may carry interest.

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

LIEN

38. The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares, and no equitable interest in any shares shall be created except upon the footing and upon the condition that Article 22 hereof is to have full effect. Any such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed the registration of transfer of shares shall operate as a waiver of the Company's lien, if an on such shares.
- Company to have
lien on shares.

The Directors may at any time declare any shares wholly or in part to be exempt from the provisions of this Article.

39. For the purpose of enforcing such lien the Board may sell the shares subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorise one of their Members to execute a transfer thereof on behalf of and in the name of such Member. No sale shall be made until such period as aforesaid shall have arrived, and until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall have been served on such Member or his representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days
- As to enforcing
lien by sale.

after such notice.

40. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and 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 persons entitled to the shares at the dated of the sale. Application of proceeds of sale.

FORFEITURE OF SHARES

41. If any Member fails to pay any call or installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may at any time thereafter during such time as the call or installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non payment. If money payable on share not paid notice to be given to Members.
42. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate not exceeding 15 percent annum as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall state that, in the event of the non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited. Form of Notice
43. If the requirements of any such notice as aforesaid shall not be complied with every or any share in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the In default of payment, shares to be forfeited.

Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.

44. When any share shall have been so forfeited notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid. Notice of forfeiture to a Member.
45. Any share so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of either to the original holder thereof or to any other person, upon such terms, and in such manner as the Board shall think fit. Forfeited share to be property of the Company and may be sold etc.
46. Any Member whose shares have been forfeited shall, notwithstanding the forfeiture be liable to pay and shall forthwith pay to the Company, on demand, all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate not extending 15 per cent per annum as the Board may determine and the Board may enforce the payment thereof, if it thinks fit. Member still liable to pay money owing at the time of forfeiture and interest.
47. The forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interests in and claims and demands against the Company in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved. Effect of forfeiture.
48. A declaration in writing that the declarant is a Director or Secretary of the Company and that a share in The Company has been Evidence of forfeiture.

duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.

49. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. Validity of sale under Articles 40 and 45.
50. Upon any sale, re-allotment or other disposal under the provisions of the proceedings Articles, the certificate of certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto. Cancellation of share certificates in respect of forfeited shares.
51. The Board may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit. Power to annul forfeiture.

TRANSFER AND TRANSMISSION OF SHARES

52. The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every Register of transfers. of

transfer or transmission of any share.

- 53 The instrument of transfer shall be in writing and all provisions of Section 56 of the Companies Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof. Form of transfer.
54. The Instrument of Transfer duly stamped and executed by the Transferor and the Transferee shall be delivered to the Company in accordance with the provisions of the Act. The instrument of Transfer shall be accompanied by such evidence as the Board may require to prove the title of Transferor and his right to transfer the shares and every registered instrument of Transfer shall remain in the custody of the Company until destroyed by order of the Board. The Transferor shall be deemed to be the holder of such shares until the name of the transferee shall have been entered in the Register of Members in respect thereof. Before the registration of a transfer the certificate or certificates of the shares must be delivered to the Company. Transfer form to be completed and presented to the Company.
55. The Board shall have power on giving not less than seven days' previous notice by advertisement in at least once in a vernacular newspaper in the principal vernacular language of the district and having a wide circulation in the place where the registered office of the company is situated, and at least once in English language in an English newspaper circulating in that district and having wide circulation in the place where the registered office of the company is situated and publish the notice on the website as may be notified by the Central Government and on the website, if any, of the Company to close register of members or debenture-holders or other security holders," at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year. Transfer Books and Register of Members when closed.
56. Subject to the provisions of Section 58 of Directors may

the Act, the Board may, at its own absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer of shares, whether fully paid or not (notwithstanding that the proposed transferee be already a Member) but in such cases it shall, within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any person or persons indebted to the Company on any account whatsoever except where the Company has a lien on the shares. refuse to register transfers.

- 56A. Neither the Corporation nor the ASP shall transfer or sell its respective equity shareholding or any portion thereof until the Company has commenced commercial production of Seamless Tubes. Commercial production shall mean Commercial Production as per the guidelines of the Institute of Chartered Accountants of India in that regard.
57. Where, in the case of partly paid shares, an application for registration is made by the transferor, the Company shall give the notice of the application to the transferee in accordance with the provisions of Section 56 of the Act. Notice of application when to be given.
58. In the case of the death of any one or more of the persons named in the Register of Members as the joint holders of any shares, the survivor or survivors shall be the only persons recognized by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person. Death of one or more joint-holders of shares.
59. The executors or administrators or holders of a Succession Certificate or the legal representatives of a deceased Member (not Title to shares of deceased Member.

being one or two or more joint-holders) shall be the only persons recognized by the Company as having any title to the shares registered in the name of such Member, and the Company shall not be bound to recognize such executors or administrators or holders of a Succession Certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration or Succession Certificate, as the case may be, from a duly constituted Court in the Union of India; provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of Probate or Letters of Administration or Succession Certificate upon such terms as to indemnity or otherwise as the Board in its absolute discretion may think necessary and under Article 62 register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased Member, as a Member.

60. No share shall in any circumstances be transferred to any infant, insolvent or person of unsound mind. No transfer to infant, etc.
61. If any Member of the Company dies, and the Company through any of its principal officers within the meaning of the Estate Duty Act, 1953, has knowledge of the death, it shall not be lawful for the Company to register the transfer of any shares for standing in the name of the deceased Member unless the Company is satisfied that the transferee has acquired such shares for valuable consideration or there is produced to it a certificate from the Controller, Deputy controller, or Assistant Controller of Estate Duty that either the Estate Duty in respect thereof has been paid or will be paid or none is due as the case may be. Where the Company has come to know through any of its principal officers of the death of any Member, the Company shall, within three months of the receipt of such knowledge, furnish to the Assistant Compliance with the Estate Duty Act. 1953.

Controller or Deputy controller of Estate Duty who is exercising the functions of the Income-tax Officer under the Income-tax Act in relation to the Company, such particulars as may be prescribed by the Estate Duty Rules, 1953.

62. Subject to the provisions of the Act and Articles 58 and 59, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.
- Persons entitled may receive dividend without being registered as Member.
63. A person entitled to a share by transmission shall, subject to the right of the Directors to retain such dividends or money as hereinafter provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the shares.
- Persons entitled may receive dividend without being registered as Member.
64. 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 person having or claiming any equitable right, title or interest to or in the said shares,
- Company not liable for disregard of a notice prohibiting registration of a transfer.

notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of an equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

COPIES OF MEMORANDUM AND ARTICLES TO BE SENT
TO MEMBERS

65. Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every Member at his request within seven days of the request on payment of the sum of Rupee one for each copy.
- Copies of Memorandum and Articles of Association to be sent by the Company.

BORROWING POWERS

66. Subject to the provisions of Sections 179, 180 and 181 of the Act the Board may, from time at its discretion by a resolution passed at a meeting of the Board, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. Provided, however, where the moneys to be borrowed together with moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary courses of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board shall not borrow such moneys without the consent of the Company in
- Power to Borrow.

General Meeting.

67. Subject to the provisions of Article 66 hereof the payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution shall prescribe including by the issue of debentures or debenture - stock of the Company, charged upon all or any part of the property of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being; and debentures, debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same way be issued. Payment or repayment of moneys borrowed.
68. Any debentures, debenture - stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at general meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in general meeting accorded by a Special Resolution. Terms of issue of Debentures.
69. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company; and shall cause the requirements of Sections 71, 77 and 79, 81 to 85 of the Act in that behalf to be duly complied with, so far as they fall to be complied with by the Board. Register of Mortgage etc. to be kept.
70. The Company shall, if at any time it issues debentures, keep a Register and Index of Debenture -holders in accordance with Section 88 of the Act. The Company shall have the power to keep in any State or Register and Index of Debenture holders.

country outside India a branch Register of Debenture-holders resident in that State or country.

71. The Company may issue share warrants subject to and in accordance with the provisions of the act; and accordingly the Board may in its discretion, with respect to any share which is fully paid, upon application in writing signed by the persons registered as holders of the share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant. Power to issue share warrants.

CONVERSION OF SHARES INTO STOCK AND REVERSION

72. The Company in general meeting may convert any paid-up shares into stock; and when any shares shall have been converted into stock, the several holders of such stock may thenceforth transfer their respective interest therein, or any part of such interest, in the same manner and subject to the same regulations as and subject to which shares from which the stock arose might have been transferred, if no conversion had taken place, or as near thereto as circumstances will admit. The Company may at any time reconvert any stock into paid-up shares of any denomination. Shares may be converted into stock.
73. 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, Right of stock-holders.

have conferred that privilege or advantage.

MEETINGS OF MEMBERS

74. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. All General Meetings other than annual General Meetings shall be called Extraordinary General Meetings. Annual General Meetings of the Company shall be held within six months after the expiry of each financial year; provided that no more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time within which any annual General Meeting may be held. Every Annual General Meeting shall be called for a time during business hours, on a day that is not a public holiday, and shall be held at the office of which the office of the Company is situate as the Board may determine and the Notice calling the Meeting shall specify it as the Annual General Meeting. The Company may in any one Annual General Meeting fix the time for its subsequent Annual General Meetings. Every Member of the Company shall be entitled to attend either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid down the table the Directors' Report and Audited Statements of Accounts, the Auditors' Report (if not already incorporated in the audited Statements of Accounts), the Proxy Register with proxies and the Register of Directors' shareholdings out of which latter Register shall remain open and accessible during the continuance of the meeting. The Board shall cause to be prepared the Annual List of Members, Summary of Share Capital, Balance
- Annual Meeting. summary.
- General Annual

Sheet and Profit and Loss Account and forward the same to the Registrar in accordance with Sections 92 and 137 of the Act.

75. The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition in writing by any Member or Members holding in the aggregate not less than one-tenth of such of the paid up capital as at that date carries the right of voting in regard to the matter in respect of which the requisition has been made. Extraordinary
General Meeting.
76. Any valid requisition so made by Members must state the object or objects of the meeting proposed to be called and must be signed by the requisitioner and be deposited at the office provided that such requisition may consist of several documents in like form each signed by one or more requisitionists. Requisition of
Members to state
object of meeting.
77. Upon the receipt of any such requisition the Board shall forthwith call an Extraordinary General Meeting, and if they do not proceed within twenty-one days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than forty-five days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than forty-five days from the date of deposit of the requisition, the requisitionists, or such of their number as represent either a majority in value of the paid-up share capital held by all of them or not less than one-tenth of such of the paid-up share capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but, in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid. On receipt of
requisition,
Directors to call
meeting and in
default
requisitionists may
do so.
78. Any meeting called under the foregoing Articles by the requisitionists shall be Meeting called by
requisitionists

called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board.

79. Clear twenty-one days notice either in writing or through electronic mode of every General Meeting, Annual or Extraordinary, and by whomsoever called, specifying the day, place and hour of meeting, and the general nature of the business to be transacted thereat, shall be given in the manner hereinafter provided to such persons as are under these Articles entitled to receive notice from the Company. Provided that in the case of an Annual General Meeting with the consent in writing of all the Members entitled to vote thereat and in case of any other meeting, with the consent of Members holding not less than 95 per cent of such part of the paid up share capital of the Company as gives as right to vote at the meeting a meeting may be convened by a shorter notice in the case of an Annual General Meeting, if any business other than (i) the consideration of the Accounts, Balance Sheets and Reports of the Board of Directors and Auditors, (ii) the declaration of dividend, (iii) the appointment of Directors in place of those retiring, (iv) the appointment of, and fixing of the remuneration of the auditors, is to be transacted and in the case of any other meeting in any event there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every Director and the Manager (if any). Where any such item of special business relates to, or affects any other company, the extent of shareholding interest in that other company of every Director and the Manager, if any, of the Company shall also be set out in the statement if the extent of such shareholding interest is not less than 20 percent of the paid up share capital of that other Company. Where any item of business consists of the according of approval to any document by the meeting, the
- Twenty-one days' notice of meeting to be given.

time and place where the document can be inspected shall be specified in the statement aforesaid.

80. The accidental omission to give any such notice as aforesaid to any of the Members, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting. Omission to give notice not to invalidate a resolution passed.
81. No General Meeting, annual or Extraordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened. Meeting not to transact business not mentioned in notice.
82. Quorum for general meetings shall be based on the number of members of the Company as on the date of meeting as mentioned below: Quorum at General Meeting.
- (i) five members personally present if the number of members as on the date of meeting is not more than one thousand;
 - (ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;
 - (iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand.
- No business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of a meeting.
83. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act. Body corporate deemed to be personally present.
84. If at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, the meeting, if convened by or upon the requisition of Members, shall stand dissolved, but in any other case the meeting shall stand adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and If quorum not present meeting to be dissolved or adjourned.

place in the city or town in which the office of the Company is for the time being situate, as the Board may determine, and if at such adjourned meeting a quorum is not present at the expiration of half an hour from the time appointed for holding the meeting, the Members present shall be a quorum and may transact the business for which the meeting was called.

85. The Chairman or in his absence, the Vice-Chairman of the Board of Directors shall be entitled to take the chair at every General Meeting, whether annual or Extraordinary. If there be no such Chairman or Vice-Chairman of the Directors or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the Chair then the Members present shall elect another Director as Chairman, and if no Director be present or of all the Directors present decline to take the Chair, then the Members present shall elect one of their number to be Chairman. Chairman of General Meeting.
86. No business shall be discussed at any General Meeting except the election of a Chairman, whilst the Chair is vacant. Business confined to election of chairman whilst chair vacant.
87. The Chairman with the consent of the Members may adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Chairman with consent may adjourn meeting.
88. At any General Meeting a resolution put to the vote of the meeting shall be decided on voting through electronic means where the Company has to provide facility of voting, a show of hands by the members present at the meeting, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman on his own motion or shall be ordered to be taken by him on a demand made in that behalf by the Questions at General Meeting how decided.

members present in person or by proxy, where allowed, and having not less than one-tenth of the total voting power or holding shares on which an aggregate sum of not less than five lakh rupees or such higher amount as may be prescribed under the act/Rules has been paid-up;, and unless a poll is demanded/voting takes place through electronic mode, a declaration by the Chairman that a resolution has on a show of hands, been carried or carried unanimously, or by a particular majority or lost, and entry to that effect in the Minute Book of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of our against that resolution. The demand for a poll may be withdrawn at any time by the person or persons who make the demand.

89. In the case of an equally of votes, the Chairman shall both on a show of hands and at a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a Member. Chairman's casting vote.
90. If a poll is demanded as aforesaid the same shall, subject to Article 92 be taken at such time (not later than forty-eight) hours from the time when the demand was made) and place in the city or town in which the office of the Company is for the time being situate and either by open voting or by ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise ,and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Poll to be taken if demanded.
91. Where a poll is to be taken or voting takes place through electronic mode, the scrutineer shall be appointed in accordance with the provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014 and declaration Scrutineers at poll/on evoting.

by the Chairman based on the report of scrutineer, Resolution carried or carried unanimously, or by a particular majority or lost, and entry to that effect in the Minute Book of the Company, shall be conclusive evidence of the fact,

92. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting forthwith. In what case poll taken without adjournment.
93. The demand for a poll except on the questions of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. Demand for poll not to prevent transaction of other business.
94. No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, through electronic mode or upon a poll in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has, and has exercised, any right of lien. Members in arrears not to vote.
95. Subject to the provisions of these Articles and without prejudice to any special privileges and restrictions as to voting or the time being attached to any class of shares for the time being forming part of the capital of the Company, every Member, not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting and on a show of hands, every Member present in person shall have one vote and upon a poll or voting through electronic mode, the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company. Number of votes to which Member entitled.

Provided, however, if any preference

shareholder be present at any meeting of the Company, save as provided in clause (b) of sub-section (2) of Section 47, he shall have a right to vote only on resolutions placed before the meeting which directly affect the rights attached to his preference shares.

96. On a poll taken at a meeting of the Company, a Member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses. Casting of votes by a Member entitled to more than one vote.
97. 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, by his committee or other legal guardian; and any such committee or guardian may, on poll, vote by proxy. If any Member be a minor the vote by proxy. If any Member be a minor the vote in respect of his share or shares shall be by his guardian, or anyone of his guardians, if more than one, to be selected in case of dispute by the Chairman of the meeting.
98. If there be joint registered holders of any shares, any one of such persons may vote at any meeting or may appoint another person (whether a Member or not) as his proxy in respect of such shares, as if he were solely entitled thereto, but the proxy so appointed shall not have any right to speak at the meeting and, if more than one of such joint-holders be present at any meeting, that one of the said persons so present whose name stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint-holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof. Votes of joint Members.

99. Subject to the provisions of these Articles votes may be given either personally or by proxy or through electronic mode where the Company makes arrangement. A body corporate being a Member may vote either by proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and power (including the rights to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual member. Voting in person or by proxy.
100. Any person entitled under Article 62 to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of this right to transfer such shares and give such indemnity (if any) as the Directors may require or the Directors shall have previously admitted his right to vote at such meeting in respect thereof. Votes in respect of shares of deceased and insolvent Member.
101. Every proxy (whether a Member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a body corporate under a common seal of such corporation, or be signed by an officer or any attorney duly authorised by it, and any committee or guardian may appoint such proxy. The proxy so appointed shall not have and right to speak at the meetings. Appointment of proxy.
102. An instrument of proxy may appoint a proxy wither for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company, or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting. Proxy either for specified meeting or for a period.

103. A Member present by proxy shall be entitled to vote only on a poll. Proxy to vote only on a poll.
104. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office not later than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution. Deposit of instrument of appointment.
105. Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in the prescribed form as set out in the Companies Act/Rules. Form of proxy.
106. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of which such proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting. Validity of votes given by proxy notwithstanding death of Member.
107. No objection shall be made to the validity of any vote, except at any meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever. Time for objection of votes.
108. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of Chairman of the meeting to be the judge of the validity of every vote.

the validity of every vote tendered at such poll.

- 109 (1) The company shall cause minutes of the proceedings of every General Meeting to be kept by making, within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.
- Minutes of General Meetings and Inspection thereof by Members.
- (2) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.
- (3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (4) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (5) All appointments of Officers made at any meeting aforesaid shall be included in the minutes of the meeting.
- (6) Nothing herein contained shall require or be deemed to require the inclusion in such minutes of any such minutes of any matter which in the opinion of the Chairman of the meeting (a) is or could reasonably be regarded as defamatory of any person, or (b) is irrelevant or immaterial to the proceedings, or (c) is detrimental to the interests of the company. The chairman of the meeting shall the exercise as absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.
- (7) Any such minutes shall be evidence of the

proceedings recorded therein.

- (8) The book containing the minutes of proceedings of General Meeting shall be kept at the Office of the Company and shall be open during business hours, for such periods not being less in the aggregate than two hours in each day as the Directors determine to the inspection of any members without charge.

DIRECTORS

110. Until otherwise determined by a General Meeting, the no. of directors shall not be less than three and not more than fifteen provided that the company may appoint more than fifteen directors after passing a special resolution
- Number
Directors. of
111. The first Directors are:
1. SHRI CHIRANJILAL K.SARAF
 2. SHRI VISHWAMBHAR C. SARAF
 3. SHRI RAJENDARA C. SARAF
112. Whenever the Company enters into a contract with any Government, Central, State or Local, any Bank or financial institution or any person or persons (hereinafter referred to as the "the appointer" for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever, the Directors shall have, subject to the provisions of Section 152 of the Act, the power to agree that such appointer shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification shares. The Directors may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or others in his or their place/s and also fill in any vacancy which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatever. Unless otherwise agreed to between the Directors of the Company and the Appointer, the Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the other Directors of the

Company including payment of remuneration and traveling expenses to such director or Directors as may be agree by the company with the appointer.

- 112A. So long as the Corporation/Government of Gujarat (and its nominees) shall continue to hold not less than 11 % in the equity share capital of the Company, the Corporation shall be entitled to nominate upto two Directors, whether rotational or non-rotational (these Directors are, hereinafter referred to as 'Corporation Directors'). So long as ASP (and its nominees) shall continue to hold not less than 40 % in the equity share capital of the Company, ASP shall be entitled to nominate upto four Directors including Managing Director of the Company (these Directors are hereinafter referred to as 'ASP Directors').
- (1) In the event of appointment of Additional Directors in the Company, the number of Additional director of the Corporation and that of ASP shall be made in mutual consultation.
 - (2) In the event of the Corporation reducing its equity shareholdings the Corporation's representation on the Board will be reduced by one Director for every reduction of 5.5 % in its equity shareholdings.
 - (3) Provided further that in the event of the ASP reducing its equity shareholding, ASP's representation on the Board will be reduced by one Director for every reduction of 10 % in its equity shareholding.
 - (4) In the event of the Corporation increasing its equity shareholding, the Corporation's representation on the Board will be increased by one Director for every increase of 5.5 % in its equity shareholding.
 - (5) In the event of the ASP increasing its equity shareholding, the ASP's representation on the Board will be increased by one Director for every increase of 10 % in its equity shareholding.
 - (6) The Corporation (and its nominees) shall continue to be represented on the Board by one Director so long as the Corporation (and

its nominees) continues to hold any share in the equity share capital of the Company.

- 112B
- (1) Notwithstanding anything to the contrary contained in these Articles, but subject to the provisions of the Act, so long as any moneys remain owing by the Company to Industrial Development Bank of India (IDBI), the Industrial Credit and Investment Corporation of India Ltd. (ICICI), Industrial Finance Corporation of India (IFCI), Life Insurance Corporation of India (LIC), Unit Trust of India (UTI), and Shipping Credit and Investment Corporation of India Ltd. (SCICI) (each of which IDBI, ICICI, IFCI, LIC, UTI, SCICI hereinafter in this Article referred to as "The Institutions"), out of any loans granted by them to the Company or so long as the Institutions continue to hold Debentures in the Company by direct subscription or private placement, or so long as the Institutions hold any Equity and/or preference shares of the Company as a result of underwriting and/or direct subscription or as a result of conversion of a part of the loans, the Institutions shall have a right to appoint, from time to time, any person or persons as a non-wholetime Director or Directors (which Director or Directors is/are hereinafter referred to as "Institutional Director/s") on the Board of Directors of the Company and to remove from such office any person or persons so appointed and to appoint any other person or persons in his or their place.
- (2) The Board of Directors of the Company shall have no power to remove from office the Institutional Director/s. The Institutional Director appointed as aforesaid shall not be required to hold any share qualifications in the Company not shall he be liable to the provisions of retirement of Directors by rotation. Subject as aforesaid, the Institutional Director shall be entitled to the same rights and privileges and be subject to the same obligation as any other non-wholetime Director of the Company/.
- (3) The Institutional Director appointed as

aforesaid shall hold office only so long as any moneys remain owing by the Company to the Institutions or so long as the Institutions hold Debentures in the Company as a result of direct subscription or private placement or so long as the Institutions hold any Equity and/or Preference shares of the Company as a result of underwriting and/or direct subscription or as a result of conversion of a part of the loans and the Institutional Director appointed as aforesaid shall ipso facto vacate office immediately the moneys owing by the Company to the Institutions are paid off or on the Institutions ceasing to hold Debentures or Shares in the Company.

- (4) The Institutional Director appointed by the Institutions under the Article as well as the Institutions, shall be entitled to receive notices of all General Meetings of the Company, Board Meetings, and of the meetings of the Committee of which the Institutional Director is a member, and also the minutes of such meetings. The Company shall pay to the Institutional Director normal allowances, other remuneration, traveling and Boarding expenses as applicable to other non-whole-time Directors of the Company, provided that if such Institutional Director is an Officer of Reserve Bank of India (RBI) or IDBI, unless RBI or IDBI otherwise decides, no sitting fees or any other remuneration shall be payable to him but that the Company shall reimburse RBI or IDBI, as the case may be, the amounts paid or payable under the rules of RBI or IDBI to such Institutional Director on account of traveling and halting allowance and any other expenses for attending any meeting of the Board or Committee of the Company.

- 113 The Board may appoint an alternate Director to act for a Director (hereinafter called "the Original Director") during his absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held. Alternate Directors so appointed shall not hold office
- Alternate Directors.

as such for a period longer than that permissible to the original Director in whose place he has been appointed, and shall vacate office if and when the Original Director is determined before he so returns to the State aforesaid any provision for the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director.

- 113 (a) The Board shall appoint at least one woman director as per the provision of Section 149 within one year from the commencement of the Act. Appointment of woman director/independent director

The Board of directors shall appoint at least two independent directors and ensure that not less than one third of total strength of directors are appointed as independent directors. An independent director shall have qualification as mentioned in Rule 5 of the Companies (Appointment and Qualification of Directors) Act 2013 and as reproduced below:

“An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company’s business.”

114. Subject to the provisions of Sections 161 and 152, Board shall have power at any time and from time to time to appoint any other qualified person to be an Additional Director, but so that the total number of Directors shall not at any time exceed the maximum fixed under Article 110. Any such additional Director shall hold Office only upto the date of the next Annual General Meeting. Directors’ power to add to the Board.
115. Subject to the provisions of Section 161, 152 and 169 (7)” the Board shall have power at any time and from time to time to appoint any other qualified person to be a Director to fill casual vacancy. Any person so appointed shall hold office only upto t he date which the Director in whose place he is appointed would have held office if it had not been Directors’ power to fill casual vacancies.

vacated by him.

116. A Director shall not be required to hold any share qualification. Qualification of Directors.
- 117 (1) Subject to the provisions of the Act, a Managing Director or Managing Directors and any other Director/s who is/are in the whole-time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.
- 117 (2) Subject to the provisions of the Act, a Directors, who is neither in the whole-time employment nor a Managing Director may be paid remuneration either:-
 (i) by way of monthly, quarterly or annual payment with the approval of the Central Government, or
 (ii) by way of commission if the Company by a special resolution authorised such payment.
- 117 (3) The fee payable to a Director for attending a meeting of the Board or Committee thereof shall be in accordance with the rules prescribed by the Central Government in this behalf.
118. The Board may allow and pay to any Director, who is not a bonofide resident of the place where the meetings of the Board are ordinarily held and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for traveling, boarding, lodging and other expenses in addition to his fee for attending such meeting as above specified; and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any traveling or other expenses incurred in connection with the business of the Company. Traveling expenses incurred by Director not a bonofide resident or by Director going out on Company's business.
119. The continuing Directors may act Directors may act

notwithstanding any vacancy in their body, notwithstanding any body, but, if and so long as their number is reduced below the minimum number fixed by Article 110 hereof, the continuing Directors not being less than two may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting, but for no other purpose.

120. Subject to Section 152, 167 and 164 of the Act the office of a Director shall become vacant if:-
- When office of Directors to become vacant.
- he is of unsound mind and stands so declared by a competent court;
- (b) he is an undischarged insolvent;
- (c) he has applied to be adjudicated as an insolvent and his application is pending;
- (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:
- Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
- (e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;
- (f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
- (g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or
- (h) he has not complied with sub-section (3) of section 152.

- 121 A Director or his relative, firm in which such Director or relative is a partner, or any other partner in such firm or a private

company of which the Director is a Member or Director may enter into any contract with the Company for the same, purchase or supply of any goods, material or services or for underwriting the subscription of any shares in or debentures of the Company, provided that the sanction of the Board is obtained and subject to such conditions as may be prescribed in accordance with Section 188 of the Act.

(2)

122. A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement, entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Act; Disclosure of interest.
123. A General Notice given to the Board by the Director, to the effect that he is a Director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for a further period of one financial year at a time by a fresh notice given in the last month of the financial year in which it would have otherwise expired. No such general notice, and no renewal thereof shall be of effect, unless either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given. General Notice of interest.
124. No director shall, as a Director, take any

part in the discussion of, or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void. Provided however that nothing herein contained shall apply to:-

(a) any contract of indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company;

(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely:-

i) in his being:-

(a) a director of such company; and

(b) the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such director by the Company; or

ii) in his being a member holding not more than 2 per cent of its paid-up share capital.

125. The company shall keep a Register in accordance with Section 189 enter therein such of the particulars as may be relevant having regard to the application thereto of Section 188 and 184 of the Act as the case may be. The Register aforesaid shall also specify, in relation to each Director of the company, the names of the bodies corporate and firms of which notice has been given by him under Article 123. The Register shall be kept at the office of the company and shall be open to inspection at such office, and extracts may be taken there from and copies
- Register of contracts in which Directors are interested.

thereof may be required by any member of the Company to the same extent, in the case of the Register of Members of the Company and the provisions of Section 163 of the Act shall apply accordingly.

- 126 A Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise, and no such director shall be accountable for any benefits received as director or shareholder of such company except in so far as any provision of the Act may be applicable. Directors may be Directors of companies promoted by the company.
- 127 At every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. Any Director for the time being shall not be subject to retirement under this clause and shall not be taken into account in determining the number of Directors to retire. Retirement rotation of Directors.
- 128 Subject to Section 152 (6) of the Act the Directors to retire by rotation under Article 127 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Ascertainment of Directors retiring by rotation and filling vacancies.
- 129 A retiring Director shall be eligible for reappointment. Eligibility for appointment.
- 130 Subject to provisions of the Act the Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto. Company to appoint successors.
- 131 (a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy the meeting shall stand adjourned till the Provision in default of appointment.

same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.

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

- i) at that meeting or at the previous meeting resolution for the reappointment of such Director has been put to the meeting and lost;
- ii) the retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so reappointed.
- iii) He is not qualified or is disqualified for appointment.
- iv) A resolution whether special or ordinary, is required for the appointment by virtue of any provisions of the Act; or
- v) The proviso to sub-section (2) of Section 162 of the Act is applicable to the case.

132 Subject to provision of the Act, the Company may, by Ordinary Resolution from time to time, increase or reduce the number of Directors. Company may increase or reduce the number of Directors.

133 1) No person, not being a retiring Director, shall be eligible for appointment to the office of Directors at any General Meeting unless he or some member intending to propose his has, not less than fourteen days before the meeting, left at the office of the Company a notice in writing, under his hand, alongwith deposits of Rs.one Lac Notice of candidature for office of Director except in certain cases.

or such higher amount as may be prescribed signifying his candidature for the office of Director or the intention of such member to propose his as a candidate for that office.

- 2) Every person (other than a director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company, his consent in writing to act as a Director, if appointed.
- 3) A person other than a Director re-appointed after retirement by rotation or immediately on the expiry of his term of office or an Additional or Alternative Director, or a person filing a casual vacancy in the office of a Director under Section 161 of the Act, appointed as a Director or reappointed as an additional or Alternate Director, immediately on the expiry of his term of office, shall not act as a Director of the Company, unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.

134

"The Company shall keep at its office a Register containing the particulars of its Directors and key managerial personnel as prescribed in rules, which shall include the details of securities held by each of them in the Company or its holding, subsidiary, subsidiary of company's holding company or associate companies and shall otherwise comply with the provisions of Section 170 and rules mentioned therein all respects."

Register of
Directors etc.

Register of shares
or debentures held
by Directors.

135

(a) A return containing the particulars mentioned

Disclosure by

under Article 134 and documents as may be prescribed, of the directors and the key managerial personnel shall be filed with the Registrar within 30 days from the appointment of every director and key managerial personnel, as the case may be, and within 30 days of any change taking place." Every Director and every person deemed to be a Director of the Company by virtue of Section 170 of the Act shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section.

Directors of appointment to any other body corporate.

Disclosure by Director of his holding of shares and debentures of the Company etc.

MANAGING DIRECTOR

136 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 number as Managing Director or Managing Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and subject to the provisions of Articles 137, the Board may by resolution vest in such Managing Director or Managing Directors such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restriction as it may determine. The remuneration of a Managing Director may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all these modes or any other mode not expressly prohibited by the Act.

Board may appoint Managing Director or Managing Directors.

136A (1) So long as the ASP holds not less than 5% of the paid-up equity capital of the Company, the Managing Director of the Company shall be appointed by the Board of Directors as hereinafter provided.
(2) The ASP will propose to THE CORPORATION atleast three names of suitable professional

persons for consideration by THE CORPORATION and THE CORPORATION shall select one person out of the names so proposed by THE ASP possessing the requisite qualification, experience, and competence.

(3) This will apply to all appointments whether made initially or subsequently, as fresh appointment or reappointment.

(4) Provided that such remuneration if payable by a specified percentage of the profits shall not exceed five percent of the net profits of the Company calculated in the manner laid down in Section 198 of the Act and in accordance with and subject to the provisions of Section 197, 198, 203 and Schedule V of the Act.

- 136 B The Board of Directors may appoint a Manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for such term, at such remuneration and upon such condition as it thinks fit and any manager, Chief Executive Officer, Chief Financial Officer or Company Secretary so appointed may be removed by means of resolution. A director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
- Appointment of chief executive officer, etc
- 137 The Managing Director shall not exercise the power to:
- (a) Make calls on shareholders in respect of money unpaid on the shares in the Company.
 - (b) Issue Debenture:
And except to the extent mentioned in the resolution passed at the Board Meeting under Section 179 of the Act, shall also not exercise the powers to -
 - (c) borrow money's otherwise than on debentures;
 - (d) invest the funds of the Company; and
 - (e) make loans.
- 138 The Company shall not appoint or employ, or continue the appointment or employment of a person as its Managing or whole-time Directors who-
- Certain persons not to be Managing Directors.

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

139. A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, in accordance with Article 127. If he ceases to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director.
- Special position of Managing Director.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 140 The Directors shall meet together at least four times in a Meeting of Directors. of
year in such manner that not more than one hundred
twenty days shall intervene between two consecutive
meetings of the Board. The participation of directors in a
meeting of the Board may be either in person or through
video conference or other audio visual means as
prescribed in the act and rules and regulation made
thereunder. .
- 141 Notice of every meeting of the Board Notice of Directors
together with the Agenda shall be given in Meeting.
writing to every Director.
- 142 Subject to Section 174 of the Act, the Quorum of Board
Quorum for a meeting of the Board shall be Meeting.
one-third of its total strength (excluding
Directors, if any, whose places may be
vacant at the time and any fraction
contained in that one-third being rounded
off as one), or two Directors whichever is
higher, and the participation of the directors by video
conferencing or by other audio visual means shall also
be counted for the purposes of quorum.. Provided
that where at any time the number of
interested Directors exceeds or is equal
to two-thirds of the total strength the
number of the remaining Directors, that is
to say, the number of Directors who are
not interested, present at the meeting,
being not less than two, shall be the
quorum during such time.
- 142 (A) So long as THE CORPORATION does not hold
more than 11% of the Equity shares in the
Company, the Chairman of the Board of
Directors of the Company shall be
appointed by THE ASP in consultation with
THE CORPORATION out of ASP Directors.
- 142 (B) However in the event of THE CORPORATIOIN
holding more than 11 % of the equity
shares in the Company. THE CHAIRMAN of the
Board of Directors of the Company shall be
appointed by the Government of Gujarat out
of THE CORPORATIOIN Directors. The
decision of the Government of Gujarat

shall be final in this regard.

The Chairman or in his absence, the Vice-Chairman, shall always preside over Board Meetings.

- 143 If a meeting of the Board could not be hold for want of quorum then, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place." . Adjournment of meeting for want of quorum.
- 144 The Secretary shall, as and when directed by the Directors to do so, convene a meeting of the Board by giving notice in writing to every other Director. When meeting to be convened.
- 145 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of equality of votes, the Chairman shall have a second or a casting vote. Questions at Board Meetings how decided.
- 146 A Meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles of the Company are for the time being vested in or exercisable by the Board generally. Powers of Board Meeting.
- 147 Subject to the restriction contained in Section 179 of the Act, the Board may delegate any of their powers to Committees of the Board consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such Committee of the Boards either wholly or in part and either as to persons or purposes, but every Committee of the Board so formed, shall in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not Directors may appoint committee.

otherwise, shall have the like force and effect as if done by the Board. Provided always that the committee so appointed shall include at least one Corporation Director.

- 148 The meeting and proceedings of any such committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto, and are not superceded by any regulations by any regulations made by the Directors under the last preceding Article. Meetings of Committees, how to be governed
- 149 No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be) and to all other Directors or Members of the Committee, at their usual address in India and has been approved by such of the Directors or Members of the Committee as are then in India or by a majority of such of them, as are entitled to vote on the resolution. Resolutionally circulation.
- 150 All acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that, the appointment of any of them had been terminated by virtue of any provisions contained in the Act or these Articles, be as valid, as if every such person had been duly appointed and was qualified to be a Director and had terminated. Provided that nothing in the Article shall be deemed to five validity to acts done by a Director Acts of Board or Committee valid notwithstanding informal appointment.

after his appointment has been shown to the Company to be invalid or to have determined.

151

(1) The Company shall cause minutes of all proceedings of every meeting of the Board and Committee thereof to be kept by making within thirty days of the conclusion of every such meeting entries thereof in books kept for that purpose with their pages consecutively numbered.

Minutes of Proceedings of Meetings of the Board.

(2) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the next succeeding meeting.

(3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(4) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereof.

(5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meetings.

(6) The Minutes shall also contain -

(a) the names of the Directors present of the meeting; and

(b) in the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from, or not concurring in the resolution.

(7) Nothing contained in sub-clauses (1) to (6) shall be deemed to require inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting-

(a) is, or could reasonably be regarded as defamatory of any person;

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interests of the Company.

(d) particulars of directors who attended the meeting through video conferencing or other audio visual means.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the sub-clause.

(8) Minutes of meetings kept in accordance with the aforesaid provisions shall be

evidence of the proceedings recorded therein.

152

The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to thee to such regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. Provided that the Board shall not, except with the consent of the company in Meeting:-

Powers of Directors.

- (a) to make calls on shareholders in respect of money unpaid on their shares;
- (b) to authorise buy-back of securities under section 68;
- (c) to issue securities, including debentures, whether in or outside India;
- (d) to borrow monies;
- (e) to invest the funds of the company;
- (f) to grant loans or give guarantee or provide security in respect of loans;
- (g) to approve financial statement and the Board's report;
- (h) to diversify the business of the company;
- (i) to approve amalgamation, merger or reconstruction;
- (j) to take over a company or acquire a controlling or substantial stake in another company;
- (k) any other matter which may be prescribed under Cos. (Meetings of Board & its Powers) Rules,2014

Provided further that the powers specified in Section 179 of the Act shall, subject to these Articles, be exercised only at meetings of the Board, unless the same be

delegated to the extent therein stated; or

- 153 Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Articles, it is hereby declared that the Directors shall have the following powers, that is to say, power:
- Certain powers of the Board.
- (1) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereout under the provisions of Sections 40 of the Act.
 - (2) Subject to Sections 179 and 188 of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit' and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
 - (3) At their discretion and subject to the provisions of the Act, to pay for any properly, rights or privileges acquired by or services rendered to the Company either wholly or partially, in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, mortgages or other securities may be either specifically charges upon all or any part of the property of the Company and its uncalled capital or not so charges.
 - (4) To secure the fulfillment of any contract or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
 - (5) To accept from any Member, as far as may be

- permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed.
- (6) To appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purposes, and to execute and to do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees.
 - (7) To institute, conduct defend, compound, or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demand by or against the Company and to refer any differences to arbitration, and observe and perform any awards made thereon.
 - (8) To act on behalf of the Company in all matters relating to bankrupts and insolvents.
 - (9) To make and give receipts, releases, and other discharges for moneys payable to the Company and for the claims and demands of the Company.
 - (10) Subject to the provisions of Sections 179, 185 of the Act, to invest and deal with any surplus moneys of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company), or without security and in such manner as they may think fit, and from time to time to vary or realize such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
 - (11) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed

upon.

- (12) To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.
- (13) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company, and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company.
- (14) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or dependents or connections of such persons, by building or contributing to the building or contributing of houses, dwellings or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by erecting, and from time to time subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise.
- (15) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies or to repay debentures or debenture-stock, or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the company and for such

other purposes (including the purposes referred to in the preceding clause), as the Board may in their absolute discretion, think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they may think fit, and from the time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied for or expended; and to divide the Reserve Fund into such special funds as the Board may think fit, with full powers to transfer the whole or any portion of a Reserve Fund or division of a Reserve fund to another Reserve Fund or division of Reserve Fund and with full power to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Debentures or Debenture stock, and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, not exceeding nine per cent per annum.

- (16) To appoint, and at their discretion remove or suspend such general managers, managers, secretaries, assistants, supervisors, clerks, agents, and servants for permanent, temporary or special services as they may from time to time think fit. And to determine their powers and duties, and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. And also from time to time to provide for the management and transaction

of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit; and the provisions contained in the four next following sub clauses shall be without prejudice to the general powers conferred by this sub clause.

Provided that a Selection Committee including therein at least one Corporation Director for recruitment of all categories of employees shall be constituted.

Provided further that any appointment with a minimum remuneration of Rs. 6,000/- per month shall be by a resolution passed by the Board of Directors.

- (17) To comply with the requirements of any local law which in their opinion it shall in the interests of the Company be necessary or expedient to comply with.
- (18) From time to time at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such Local Boards and to fix their remuneration.
- (19) Subject to Section 179 of the Act, from time to time, and at any time to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow moneys, and to authorise the members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation.
- (20) At any time and from time to time by Power of Attorney under the Seal of the company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power

to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the members of any Local Board, established as aforesaid or in favour of any company, or the shareholders, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such Powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

- (21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
- (22) From time to time make, vary and repeal by-laws for the regulation of the business of the company, its officers and servants.

MANAGEMENT

- 154 The company shall not appoint or employ at the same time more than one of the following categories of managerial personnel, namely:-
- | | |
|----------------------------|--|
| (a) Managing Director, and | Prohibition of simultaneous appointment of different categories of managerial personnel. |
| (b) Manager. | |

THE SECRETARY

155. The Directors may from time to time appoint, and at their discretion remove any individual, firm or body corporate (hereinafter called "the Secretary") to Secretary

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

THE SEAL

- 156 (A) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. The Seal, its custody and use.
- 156 (b) The Company shall also be at liberty to have an official Seal for use in any territory or district in India or place outside India.
- 157 Every deed or other instrument, to which the Seal of the Company is required to be affixed, shall, unless the same is executed by a duly constituted attorney of the Company, be signed by any one of the directors, or company secretary or any authorized person. Deeds how executed.

DIVIDENDS

158. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles and subject to the provisions of these Articles, shall be divisible among the Members in proportion to the amount of capital paid-up or credited as paid-up on the shares held by them respectively. Division of profits and dividends in proportion to amount paid-up.
- 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 dividends is paid, but if any share is issued on terms providing that it The Company in General Meeting may declare a dividend.

shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

- 159 The company in General Meeting may declare dividends to be paid to Members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend.
160. No dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Sections 123 of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for deprecation in accordance with these provisions and remaining undistributed or out of both. Dividends only to be paid out of profits.
- Provided that:-
- (a) if the Company has not provided for depreciation for any previous financial year or years, it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years.
 - (b) If the Company has incurred any loss in any previous financial year or years, the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for the year for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of of Section 123 of the Act or against both.

- 161 The Board may, from time to time, pay to the Members such interim dividend as in their judgment the position of the Company justifies. Interim dividend.
- 162 Where capital is paid in advance of calls, such capital may carry interest but shall not in respect thereof confer a right to dividend or participate in profits. Capital paid-up in advance at interest not to earn dividend.
- 163 The Board may retain the dividends payable upon shares in respect of which any person is, under Article 63, entitled to become a Member, or which any person under that Article is entitled to transfer, until such person shall become a Member, in respect of such shares or shall duly transfer the same. Retention of dividends until completion of transfer under Article 63.
- 164 Any one of several persons who are registered as the joint holders of any shares may give effectual receipts for all dividends or bonus and payments on account of dividends or bonus or other moneys payable in respect of such shares. Dividend etc. to joint-holders.
- 165 No Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, whilst any money may be due or owing from his to the company in respect of such share or shares or otherwise howsoever, either alone or jointly with any other person or persons; and the Board may deduct from the interest or dividend payable to any Member all sums of money so due from him to the company. No Member to receive dividend whilst indebted to the Company and the Company's right of reimbursement thereout.
- 166 A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer. Transfer of shares must be registered.
- 167 Unless otherwise directed any dividend may be paid by cheque, electronic mode, or warrant or by a payslip or receipt having the force of a cheque or warrant sent thorough the post to the registered address of the Member or person entitled or in case of joint-holders to that one of them first named in the Register in Dividends how remitted.

respect of the joint-holdings. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or payslip or receipt lost in transmission, or for any dividend lost to the Member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature on any payslip or receipt or the fraudulent recovery of the dividend by any other means.

- 168 No unpaid dividend shall bear interest as against the Company. No interest on dividends.
- No unclaimed or unpaid dividend shall be forfeited by the Board and the Company shall comply with all the provisions of the Act in respect of any unclaimed or unpaid dividend.
- 169 Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the meeting fixes, but so that the call on each Member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend may, if so arranged between the Company and the Member, be set off against the calls. Dividend and call together.
- 170 (a) The company in General Meeting may resolve that any moneys investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Reserve Account, or in the hands of the Company and available for dividend (or representing premium received on the issue of shares and standing to the credit of the Share Premium Account) be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied Capitalization.

on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture-stock and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum. Provided that a Share Premium Account and a Capital Redemption Reserve Account may, for the purposes of this Article, only be applied in the paying of any unissued shares to be issued to members of the

170 (b) A General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company, or any investments representing the same, or any other undistributed profits of the company not subject to charge for income-tax be distributed among the members on the footing that they receive the same as capital.

170 (c) For the purpose of giving effect to any resolution under the preceding paragraphs of the Article the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may determine that distribution of any specific assets, and may determine that such cash payments shall be made to any members upon the footing of the value as fixed or that fraction of less value than Rs. 10/- may be dis-regarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the person entitled to the dividend or capitalized fund as may seem expedient to the Board. Where requisite the proper contract shall be delivered to the Registrar for registration in accordance with provisions of the Companies Act, , and the Board may appoint

any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund, and such appointment shall be effective.

ACCOUNTS

171

The Company shall keep at the Office or at such other place in India as the Board thinks fit, proper Books of Account in accordance with Section 128 of the Act with respect to:-

Directors to keep true accounts.

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;
- (b) all sales and purchases of goods by the Company;
- (c) the assets and liabilities of the Company.
- (d) the items of cost as may be prescribed under section 148 in the case of a company which belongs to any class of companies specified under that section

Where the Board decides to keep all or any of the Books of Accounts at any place other than the Office of the Company, the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.

The Company shall preserve in good order the Books of Account relating to a period of not less than eight years preceding the current year together with the vouchers relevant to any entry in such Books of Account.

Where the Company has a branch office, whether in or outside India the Company shall be deemed to have complied with this Article if proper Books of Account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns, made up to date at intervals of not more than three months, are sent by the Branch office to the Company at its Office or other place in India at which the Company's Books of Account are kept as aforesaid

The Books of Account shall give a true and fair view of the state of the affairs of

the Company or branch office, as the case may be and explain its transactions. The Books of Account and other books and papers shall be open to inspection by any Director during business hours.

- 172 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any accounts or books or documents of the Company except as conferred by law or authorised by the Board. As to inspection of accounts or books by Members.
- 173 The Directors shall from time to time in accordance with Section 129, 133 and 134 of the Act, cause to be prepared Balance Sheets, Profit and Loss Accounts and Reports as are required by these Sections. Statement of Accounts to be furnished to General Meeting.
- 174 A copy of every such Profit and Loss Account and Balance sheet (including the Auditors' Report and every other document required by law to be annexed or attached to the Balance sheet), or a Statement containing the salient features thereof in the prescribed form shall at least twenty-one days before the meeting at which the same are to be laid before the Members of the Company, to holders of debentures issued by the Company (not being debentures which ex-facie are payable to the bearer thereof), to trustees for the holders of such debentures and to all persons entitled to receive notice of General Meetings of the Company. Copies shall be sent to each Member.

AUDIT

175. Auditors shall be appointed and their rights and duties regulated in accordance with Section 139 to 143, 145 to 146 of the Act. Account to be audited.
- 175A If in the opinion of THE CORPORATION,

circumstances have arisen which necessitate a direct control of THE COMPANY'S finance, shall be open to THE CORPORATION to appoint a concurrent Auditor at the cost of THE COMPANY for such period and upon such terms and conditions as THE CORPORATION may consider necessary.

DOCUMENTS AND NOTICES

- 176 A document or notice may be served or given by the Company on any Member either personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him. Services documents or notices Members Company. of or on by
- (1)
- (2) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the document or notice, provided that where the member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and ahs deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member and, such service shall be deemed to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the document or notice is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- 177 A document or notice advertised in a newspaper circulating in the neighborhood of the Office shall be deemed to be duly served or sent on the day on which the advertisement appears on or to every Member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him. By Advertisement.
- 178 A document or notice may be served or given by the Company on or to the joint-holders of a On holders. Joint

share by serving or giving the document or notice on or to the joint-holder named first in the Register of Members in respect of the share.

- 179 A document or notice may be served or given by the Company on or to the person entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in prepaid letter addressed to them by name or by the title of representatives of the deceased, or assignee of the insolvent or by any like descriptions, at the address (if any) in India supplied for the purpose by the person claiming to be entitled, or until such an address has been so supplied by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred. On personal representatives etc.
- 180 Documents or notices of every General Meeting shall be served or given in same manner hereinbefore authorised on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a Member, and (c) the Auditor or Auditors for the time being of the Company. To whom documents or notices must be served or given.
- 181 Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such share, which previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such shares. Members bound by documents or notices served on previous holders.
- 182 Any document or notice to be served or given by the company may be signed by a Director or Secretary or some person duly authorised by the Board of Directors for such purpose and the signature thereto may be written, printed or lithographed. Document or notice by company and Signature thereof.
- 183 All documents or notices to be served or given by Members on or to the Company or any Officer thereof shall be served or given by sending it to the Company or Officer at the office by post under a certificate of posting or by registered post, or by leaving it at the office. Service of document or notice by member.

DISTRIBUTION OF PRODUCTS

183A Marketing of all products of the Company shall be arranged by the Company. However, the Corporation shall have an option to appoint agency/ies of its choice as dealer/distributor/agent on the same terms and conditions, without any preferential treatment as the Company may have with such other Dealer/Distributor/agent.

The quantity available for marketing Company's products through agency/ies selected by the Corporation shall bear the same proportion as to the equity share capital held by the Corporation in the total equity share capital of the Company.

WINDING UP

184 The Liquidator on any winding-up (whether voluntary, under supervision or compulsory) may, with the sanction of a Special Resolution, but subject to the rights attached to any preference share capital, divide among the contributories in specie any part of the assets of the company and may with the like sanction, vest any part of the assets of the company in trustees upon such trusts for the benefit of the contributories as the liquidator, with for like sanction, shall think fit.

INDEMNITY AND RESPONSIBILITY

185 Every Officer or Agent for the time being of the Company shall be indemnity out of the assets of the Company against all 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 discharged or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court. Indemnity.

SECURITY CLAUSE

186 Every Director, Manager, Auditor, Treasurer, Secrecy clause.

- (A) Trustee, member, or a committee, officer, servant, agent, accountant or other person employed in the business of the company shall if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transaction and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- (B) No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

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

Name , address description & occupation of Subscribers	Number of Shares Taken by each Subscriber	Signature of Subscribers	Signature, name, address, description and occupation of witness
Chiranjilal Saraf, S/o. Kishandutt jokhram, 325, Kalbadevi Road, Bombay - 400 002. Industrialist	1 (One) Equity share	Sd/-	S. U. Gehani Shyam S/o Udharam Gehani 59, Dr. V.B. Gandhi Marg, Bombay - 400 023. Business
Vishwambhar Saraf, S/o. Chiranjilal Saraf, 325, Kalbadevi Road, Bombay - 400 002. Industrialist.	1 (One) Equity share	Sd/-	
Venkitachallam Sahastranama Iyer, S/o. N.R. Venkitachala Iyer, 12/54, 17 th Road, Chembur, Bombay - 400 071. Secretary.	1 (One) Equity share	Sd/-	
Gokul Shyam Agarwal, S/o. Late Shri Ghisolalji Agarwal, 9- Oberoi Palace, 82, J.P.Road, Andheri (West), Bombay - 400 058. Service.	1 (One) Equity share	Sd/-	
Basu Deo Varma S/o. Kanhiyalal Varma, 325, Kalbadevi Road, Bombay - 400 002. Service.	1 (One) Equity share	Sd/-	
Kailash Prasad Poddar, S/o. Chiranjilal Poddar, 17, Shree S.V.Road, Santacruz, (West), Bombay - 400 054. Business	1 (One) Equity share	Sd/-	
Rajendra Finance Pvt. Ltd., 325, Kalbadevi Road, Bombay - 400 002. Company	1 (One) Equity share	Sd/-	
TOTAL	7 (Seven) Equity Shares		

Bombay, dated this 11th day of December, 1980.