

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
TRIBHOVANDAS BHIMJI ZAVERI LIMITED

THIS MEMORANDUM OF ASSOCIATION made at Mumbai this 20th day of JUNE, 2007 BY AND BETWEEN:

- (1) MR. SHRIKANT GOPALDAS ZAVERI aged 46 years, Indian Inhabitant of Mumbai residing at Flat No. 31, Usha Kiran, Carmichael Road, Mumbai 400 026 (hereinafter referred to as the said “Shrikant Zaveri”) the party of First Part;
- (2) MRS. BINDU SHRIKANT ZAVERI aged 41 years Indian Inhabitant of Mumbai residing at Flat No. 31, Usha Kiran, Carmichael Road, Mumbai 400 026 (hereinafter referred to as the said “Mrs. Bindu Zaveri”) the party of the Second Part;
- (3) MS. BINAISHA SHRIKANT ZAVERI aged 23 years, Indian Inhabitant of Mumbai residing at flat No. 31, Usha Kiran, Carmichael Road, Mumbai 400 026 (hereinafter referred to as the said “Ms. Binaisha Zaveri”) the party of the Third Part;
- (4) MS. RAASHI SHRIKANT ZAVERI aged 19 years, Indian Inhabitant of Mumbai residing at flat No. 31, Usha Kiran, Carmichael Road, Mumbai 400 026 (hereinafter referred to as the said Ms. Raashi Zaveri) the party of the Fourth Part;
- (5) Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Private Limited a company incorporated under the Companies Act, 1956 and having its registered office at 241/43, Zaveri Bazar, Mumbai.400 002 (hereinafter referred to as “TBZJMPL.”) of the Fifth Part;
- (6) Tribhovandas Bhimji Zaveri (TBZ) Private Limited a company incorporated under the Companies Act, 1956 and having its registered office at 241/43, Zaveri Bazar, Mumbai.400 002 (hereinafter referred to as “TBZTPL.”) of the Sixth Part; AND
- (7) Super Traditional Metal Crafts (Bombay) Private Limited a company incorporated under the Companies Act, 1956 and having its registered office at 241/43, Zaveri Bazar, Mumbai-400 002. (hereinafter referred to as “STMCBPL”) of the Seventh Part;

WHEREAS the parties have been carrying on business under the name and style of M/s. TRIBHOVANDAS BHIMJI ZAVERI under the Deed of Reconstitution of Partnership dated 1st February, 2007 and the said Partnership has a permanent capital of Rs. 20,00,000/- (Rupees twenty lacs only) and is a joint stock company within the meaning of Section 566 of the Companies Act 1956.

WHEREAS all the parties hereto who are the members of the said Partnership for sake of smooth working and better and effective management and improvement and advancement of business, have agreed and decided by their unanimous resolution dated 2nd February, 2007, (enclosed and marked Exhibit “A”) that all the members of the partnership being a Joint Stock Company within the meaning the said term as defined by Section 566 of the Companies Act, 1956 should register the said Joint Stock Company under Part IX of the Companies Act, 1956 as a Private Company limited by shares for carrying on and continuing the said business of the firm uninterrupted in a Joint Stock Company, and to abide by and be subject to the declarations and regulations contained in the Memorandum and Articles of Association following.

The parties hereto shall hold the share and share all the profits/ losses of the said business as follows:-

Name of the Partners	No. of Shares	Share in Profit	Share in Loss
1. Mr. Shrikant G. Zaveri	1,20,000	60 %	100%
2. Mrs. Bindu S Zaveri	20,000	10 %	--
3. Ms. Binaisha S Zaveri	20,000	10 %	--
4. Ms. Raashi S. Zaveri	20,000	10 %	--
5. Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Pvt. Ltd.	6,000	3%	--
6. Tribhovandas Bhimji Zaveri (TBZ) Pvt. Ltd.	6,000	3%	--
7. Super Traditional Metal Crafts (Bombay) Pvt. Ltd.	8,000	4%	--
		<u>100%</u>	<u>100%</u>

NOW THIS MEMORANDUM WITNESSETH AND IT IS HEREBY AGREED BY AND BETWEEN THE PARTIES HERETO THAT THEIR RIGHTS AND OBLIGATION BE GOVERNED BY THE FOLLOWING REGULATIONS THAT IS TO SAY:

- I. The name of the Company on registration of these presents shall be TRIBHOVANDAS BHIMJI ZAVERI LIMITED
- II. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies, Maharashtra, at Mumbai.
- III. The Objects for which the Company is established are:

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

- 1. To register the company under Part IX of the Companies Act, 1956 for carrying on and continuing the business hithertofore carried on in the partnership firm in the name and style of M/s. Tribhovandas Bhimji Zaveri.
- 2. To carry on the business of goldsmiths, silversmiths, jewellers, gem merchants, gold and silver electroplaters, importers and exporters of bullion and to buy, sell, import, export and deal (wholesale and retail) in diamond, rubies, precious and semi precious stones, cups, shields, electro-plate, cutlery, watches, writing instrument, antiques, and other articles made of gold, silver, platinum diamond, rubies, gems, pearls and other precious metals and stones, bars and coins made of gold, silver, platinum and other metals, as also other decorative and precious objects of arts and crafts.
- 3. To deal and undertake cutting, polishing and other processes in diamonds, precious and semi-precious stones, gold, silver and to export, import jewellery made out of it, and to carry on business as designs of ornaments, jewelers and other articles.

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

- 4. To acquire and undertake or takeover the whole or any part of the business, property, assets and liabilities of any person, firm or company carrying on similar business and to pay for the same by shares, debentures, cash or otherwise.
- 5. To amalgamate/merge with any other company having similar business and to enter into partnership or into any arrangements for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or entity carrying on similar business and to lend money, to guarantee the contracts of, or otherwise assist any such person or company and

to place, take or otherwise acquire or be interested in, hold, sell, deal and dispose of shares stocks debentures, negotiable instruments or any other securities of such a company.

6. To do business as miners of diamonds, gemstones, precious and other stones, gold, silver, platinum, uranium, radium and other precious metals and minerals and to refine or blend the same as alloy or otherwise deal with the same in their natural, colloidal, refined, mixed or artificial forms or nature.
 7. To establish agencies, branches, and appoint and/or act as agents and/or representatives anywhere for production, manufacture, processing, preservation, transportation, sale, purchase, exchange, hire, lease or distribution of the products, materials or things at the disposal of the company for sale or otherwise and to regulate and discontinue the same for any one or more of the objects of the company.
 8. To supply for, tender, purchase or otherwise acquire contracts, sub-contracts, licenses and concessions and to undertake execute, carry out, dispose off or otherwise turn to account the same and to sublet all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
 9. To purchase and to deal in any other property of any nature and any interest therein including by way of lease, exchange or otherwise, for the business of the company.
 10. To take or grant on lease, hire purchase, or acquire by license or otherwise dispose of any lands and buildings, factories, plants, works, vessels, boats, barges, launches, lorries, cars, air-planes, wagons, carts, machinery, equipment, accessories, apparatus, stock-in-trade, patents, inventions, trade-marks, rights, privileges, movable and immovable property of any description which may be deemed necessary or convenient for the purpose of the business of the company.
 11. To borrow or raise or secure the payment of money other than public deposits or to receive money on deposit at interest otherwise, for any of the Companies and at such time, or times as may be thought fit, by whatever means, either by promissory notes or by taking credits with or without security, and in particular by the issue of bonds, debentures or debenture stock, perpetual or otherwise, including debenture or debenture stock, convertible into shares of the company at par or at a premium or at a discount and as security for any such money so borrowed, raised, received of any such debenture stock so issued to mortgage, pledge or charge the whole or any part of the property and assets of the company, and to purchase, redeem or pay off any such securities, provided that company shall not accept any deposits for the purpose of doing the business of banking, as defined in the Banking Regulation Act, 1949, subject to provisions of section 58A and directives of the Reserve Bank of India.
- *11(A) To take on loan Gold, Silver, Platinum, other precious metals from any Bank or Financial Institution or any other person/s or entities in India or outside India.
- *11(B) To enter into Foreign Exchange Services Agreement with any bank(s), financial institution(s), authorized dealers and agencies in India and abroad as per the laws applicable, and to enter into contracts and agreements for foreign currency future trading, foreign currency options, forward covers, swaps of all kinds in relation to the attainment of the main objects of the Company.
- *11(C) To buy, sell, export, import, deal in all kinds of commodities and derivatives transactions in gold, silver, platinum, other precious metals, and to deal on any commodity exchange and for this purpose take membership of any commodity exchange or with any bullion bank or any canalizing agency or similar organization whether in India or abroad. For this purpose to enter into

transactions in nature of hedging, spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity futures and options and in derivatives of such commodities, whether for the purpose of trading, investment, hedging, arbitrage, or any other purpose, whether in India or abroad in relation to the attainment of the main objects of the Company.

- *11(D) To accept deposit of platinum, gold, silver, or other precious metals from customers, public or any body corporate or any other persons subject to such approvals as may be required provided that company shall not accept any deposits for the purpose of doing the business of banking, as defined in the Banking Regulation Act, 1949.
12. To promote anybody corporate, either as to carry on any of the objects of the company for the purpose of acquiring all or any of the property rights or liabilities of the company or for any other purpose.
 13. To acquire, purchase, take on lease or in exchange, hire or otherwise acquire in India or elsewhere any property and rights or privileges which the company may think necessary or convenient for the purpose of its business or otherwise or interest therein and any rights, connected with the same and easements, machinery, plant and stock-in-trade.
 14. To enter into any arrangements with any Government or State of Authority, Municipal, local or otherwise, that may seem conducive to the company's objects or any of them and to obtain from any such Governments or State or Authority, any rights, privileges and concessions which the company may think it desirable to obtain and to carry out and to comply with any such arrangements and to exercise, dispose off, or otherwise turn to account any such rights, privileges and concessions.
 15. To apply for, purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any trademarks, patents, patent rights, invention, licenses, protections, concessions and the like, conferring any exclusive or non-exclusive or limited rights to use any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company or which may appear likely to be advantageous or useful to the company and to use exercise, develop, turn to account and manufacture and to grant licenses or privileges in respect of the same and to spend money in experimenting up on and testing and improving or seeking to improve any patents, inventions, secrets or rights which the company may acquire or being interested in as licensee or otherwise and to manufacture and produce and trade or deal in all machinery, plant appliances capable of being manufactured, produced with any such inventions processes, letters, patents, inventions licenses, concessions, rights, and privileges as aforesaid.
 16. To grant pensions or gratuity and to establish and support, or aid in the establishment of associations, institutions, funds, trusts and conveniences, calculated to benefit any person employees or ex-employees (including directors, ex-directors, managers and ex-managers) or the dependents, of such employees or ex-employees and also to provide for such persons by building, or contributing to the building of houses, dwelling or chawls or by granting monies, pension, allowances, bonus or other payment or by creating and from time to time subscribing, or contributing towards places of recreations and other institutions hospitals, dispensaries, medical and other attendance and -

*Altered vide Special Resolution passed by the members of the Company on 31st December, 2012 through postal ballot pursuant to Section 192A of the Companies Act, 1956 read with provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

- other assistance as the company shall think fit and to subscribe or otherwise to assist or to grant money to charity, 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 or operation or public, general utility services or otherwise, and to support and subscribe for or contribute to the funds of any party or institution or otherwise assist trade, commerce and industry, provided such contribution is likely to be advantageous to and in furtherance of the business carried on by this company.
- 17. To aid, pecuniarily or otherwise, any association, body or movement not acting as a trade union but having for its objects the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
- 18. To establish, support, join or become a member of either directly or through nominees, any company, society, clubs and bodies corporate, association, chambers of commerce, institution or fund for the promotion of any other object of national, general, industrial, commercial or particular interest or utility and for this purpose to enter into such commitments, undertakings, indemnities, guarantees, assurances or arrangements for the sharing or distribution of liabilities assets or interests as may seem to be appropriate.
- 19. To enter into any contract, agreement, arrangement or other dealings in the nature of technical, financial, marketing and managerial collaboration or otherwise for the efficient conduct of the business of the company or any part thereof, and also arrange by purchase or otherwise the supply of machinery from any part of the world on credit or for cash or on deferred payment terms.
- 20. To sub-let all or any contracts from time to time and upon such terms and conditions as may be considered expedient.
- 21. To acquire whether by purchase, lease, leave and license, exchange or otherwise whether as members of co-operative housing societies, as members of association of apartment owners or condominiums or otherwise howsoever, office premises and other such accommodation.
- 22. To sell, lease, mortgage, grant licenses, easements and other right over and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the company or any part thereof for such consideration or as gift as the company may think fit.
- 23. To advance moneys for the purchase of raw materials, goods, machinery, stores and other articles required for the company or deemed expedient with or without security of whatever nature and kind.
- 24. To engage, employ, nominate, or contract with any research consultants, either in India or abroad, and either permanently or for a specific project or matter, to enter into any contract or arrangement with any other firm or company dealing in any products or industries within the objects of this company for the purposes of carrying on any research, experiment, tests, or investigations on behalf of the company.
- 25. To insure any of the properties, undertakings, contracts, guarantees or obligations of the company of every nature and kind in any manner whatsoever.
- 26. To invest, lend, advance or deposit and deal with the money of the company, not immediately required as may be determined by the Directors from time to time.
- 27. To open account or accounts with any bank or Banks or and to pay interest and to withdraw money from such account or accounts and to make, draw, co-

accept, accept, endorse, execute, discount or negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments.

28. To make donations to any national memorial funds or any other fund constituted for a charitable purpose.
29. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving extending or maintaining any of the properties of the company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever.
30. To undertake and execute any trust the undertaking whereof may seem desirable, either gratuitously or otherwise.
31. To take part in management, supervision or control of the business or operation of any company having similar objects and for that purpose to appoint and remunerate any director's accountants, officers, technicians, experts or others.
32. In case of winding up of the company to distribute the property of the company among the members in specie or kind subject to the provisions of the companies Act, 1956.
33. Subject to the provisions of the companies Act, 1956 (1 of 1956) to apply the assets of the company in any way in or towards establishment, maintenance or extension of association, institution or fund in any way in or towards establishment, maintenance or extension of association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally including any association, institution, or fund for the protection of the interest of owners, and employers against loss by bad debts, strikes, fire, accidents or otherwise or for the benefit of persons at any time employed or their dependents and in particular of co-operative and other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, places of worship, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
34. To appoint and remunerate experts, scientists, engineers, technicians, mechanics, managers, contractors, brokers, canvassers, agents, artisans, officers, staff, workmen, artificers and other persons.
35. To place, reserve or to distribute as bonus shares among the members, or to otherwise apply, as the company may from time to time think fit, any moneys received in respect of forfeited shares.
36. To establish schools for or otherwise, instruct people and train and conduct seminars, training programs and workshops for any of the business the company carries on or is entitled to deal in.
37. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press, electronic media, by circulars, by purchase and exhibition of works of art and of interests, or publication of books and periodicals and by granting prizes rewards and donations.
38. To appropriate, use of lay out, land belonging to the Company or streets, parks, pleasure, grounds, allotments, and other conveniences and to present any such land so laid out to the public or to any person or company or authority conditionally or unconditionally as the company thinks fit.
39. To obtain any provisional order or regulation or an act of legislature for

enabling the company's constitution or for any other purpose which may seem expedient and to lawfully oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interest.

40. To carry on the business of guaranteeing the performance of any contract or obligation of any company, firm or person and of guaranteeing the payment and repayment of the capital and principal, dividend, interest or premium payable on any stock, shares and securities, debenture, debenture stocks, mortgage loan and other securities issued by any company, corporation, firm or persons including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally of giving guarantees and indemnities and guaranteeing the fidelity of persons filling situations of trust, of confidence or for due performance of duties.
41. To guarantee the payment of money, unsecured or secured by, or payable under, or in respect of bills of exchange, promissory notes, bonds, debentures, debentures stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or any authority, supreme, Municipal, local or otherwise, or of any person whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
42. To invest surplus funds in such shares, stock, debentures, debenture stock, bonds, commercial papers obligation or other securities by original subscription, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
43. To invest and deal with the money of the company not immediately required, including investment in fixed deposit with companies, firms or any person or organization in such manner as may from time to time be thought fit.
44. To establish, provide, maintain and conduct or otherwise subsidize research laboratories, experimental stations, workshops and libraries for scientific, industrial and technical research and experiments and to carry on all scientific and technical experiments and tests of all kinds and promote inventions, studies and research, both scientific and technical, providing, subsidizing, endowing and assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for awards, scholarships prizes, grants, bursaries to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests, inventions of any kind that may be considered likely to assist any of the business which the company is authorized to carry on.
45. To receive grants, grants-in-aid, endowments, subsidy and such mode of payments from the Government, Central State, Foreign Government, Trusts, whether in India or Abroad for carrying out inventions, studies and research both scientific and technical that is likely to assist the business which the company is authorized to carry on.
46. To employ experts to examine and investigate into the conditions, prospects, value, character and circumstances of any business, concern or undertaking and of the assets, property or rights on the terms and conditions as may be thought fit in business concerns and undertakings and generally of any assets.
47. To take or otherwise acquire or hold shares in any other company having objects altogether or in part similar to those of this Company or enter into partnership with any other person (s) or company doing business altogether or in part similar to those of this company.
48. To acquire and take over any business or undertaking carried on, in connection

with any land or building which this company may desire to acquire or become interested in and the whole or any of the assets, goodwill or liabilities of such business or undertaking and to carry on the same or dispose of or remove or put an end thereto or otherwise deal with the same as may seem expedient.

49. To acquire, take over and undertake the whole or any part of the business property, assets, good will and liabilities of any business which this company is authorized to carry on, or possess property suitable for the purpose of this company.
50. Subject to Section 293A of the Companies Act, 1956 to aid pecuniarily or otherwise any association, body or movement having for an object the solution settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
51. To apply for, acquire, secure by grant, legislative, enactments, assignments, transfers, purchase or otherwise and to exercise or carry out, enjoy and charter licenses, power, authority, franchise, concessions or rights which any government or any corporation as may be empowered to grant and to pay for aid in and contribute towards carrying on the same putting into effect.
52. To amalgamate fully or partially with any other company, person or firm carrying on or engaged in or about to carry on or engage in any business or transaction included in the objects of the company.
53. To borrow or raise moneys or loans for the purpose of the Company by promissory notes, bills of exchange, hundies and other negotiable or transferable instruments or by mortgage, charge, hypothecation or pledge, or by debentures, or by debenture stock, perpetual or otherwise including debentures or debenture stock convertible into shares of this Company, charged upon all or any of the Company's property and assets, both present and future, movable and immovable, including its uncalled capital, upon such terms as the Directors may deem expedient or in such manner, with or without security as may be deemed expedient or to take money on deposit or otherwise (merely for the purpose of financing the business of the company) and to lend money to customers and others having dealings with the company and to guarantee the performance of contracts by any such persons and to execute all deeds writings and assurances for any of the aforesaid purposes.
54. To advance and lend money or to give guarantee/s of any nature or, open cash credits with or allow overdrafts to any person, association, firm or Company with or without security or wholly or partly secured on any security, policies, shares, bonds, debentures, debenture-stock, letters of credit, promissory notes, bills of exchange and other negotiable instruments, goods wares, merchandise, bills of lading and other tokens or to deposit money, with or without security, with other Companies or with any persons, association, individuals or firms upon such terms as may be thought proper and from time to time to vary such transactions in such manner as the Company may think fit. Provided that the Company shall not carry the business of Banking as defined under Banking Regulation Act, 1949.
55. To guarantee or become liable for payment of money or for the performance of any obligations and to transact all kinds of guarantee business.
56. To open current, fixed or other accounts with any bank, bankers, and to pay into and to withdraw moneys from such accounts.
57. To invest the funds of the company from time to time in such manner and in such assets, properties, securities, shares, bullion or investments or otherwise as may from time to time sell or vary all such investments and to execute all assignments, transfer, receipts and documents that may be necessary on their behalf.

58. Upon any issue of shares, debentures or any other securities of the company, to employ, brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by issue of shares, debentures or other securities of the Company, by the granting of options to take the same or in any manner allowed by law.
59. To enter into partnership or sub-partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transactions which this company is authorized to carry on or engage in, or any business or transaction capable of being conducted in connection with the business of the company.
60. To negotiate and enter into agreements and contracts with foreign or other Companies, firms and individuals for technical assistance, know-how and collaboration in setting up or improving or modifying the operations of the undertaking or undertakings, manufacturing, marketing, importing and exporting of the equipments, plants, apparatus and other articles and things or any of them for all or any of the business of the company including plant, machinery and raw materials required for the aforesaid purposes.
61. To act in conjunction with, unite or amalgamate with, create or constitute or assist in creating or constituting any other company or Association of a kind similar wholly or partially to this company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company and to buy up or absorb all or any part of the business or property of any such Company or Association and to acquire and secure membership, seat or privilege in and of any association, exchange, market or institution in India or any part of the world.
62. To enter into arrangements with the Government of India or with any State Government or with any corporation, authorities or body, municipal, local or otherwise or with any foreign corporation authority, body or person that may seem conducive to the Company's objects or of any of them and to apply for and obtain and to purchase or otherwise acquire or to join in applying for and obtaining and purchasing or otherwise acquiring from any such government, state, corporation, authority, body or person any rights, powers, privileges, licenses, decrees, orders, sanctions, grants and concessions whatsoever (whether statutory or otherwise) that may seem conducive to the Company's objects or any of them or which the Company thinks desirable to obtain and acquire and to carry out, exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, orders, sanctions, grants and concessions and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
63. To apply for purchase or otherwise acquire and prolong and renew whether in India or elsewhere any patents, rights, inventions, trademarks, designs, licenses protections, concessions, exclusive or nonexclusive limited right to use any secret or other information as to any inventions, process or privileges which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop, manufacture or grant, licenses or privileges in respect, of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected there with.
64. To receive money on deposits merely for the purpose of financing the business of the company, with or without allowances, interest, thereon. The company shall not carry on business of banking as defined by Banking Regulation Act, 1949.
65. To use trademarks, names or brands for the products and goods of the company and to adopt means of making known the business and/or products of

the company in which this company is interested as may be seen expedient and in particular by advertising in newspapers, magazines, periodicals. circulars, by opening stalls, exhibitions and by publication of books, periodicals, distributing samples and granting samples and granting prizes, rewards and donations.

66. To alter, manage, develop, exchange, lease, mortgage, underlet, sell or otherwise dispose of, improve or deal with the land, property assets, and rights and the resources and undertakings of the company or any part thereof with such consideration as the company may think fit and in particular for shares or associates of any other Companies having altogether or in part similar to those of the company.
67. To pay all costs, charges and expenses incurred for systems in or about the company or which the Company shall construe to be preliminary, including therein the cost of advertising, commission for underwriting, brokerage, printing and stationery and the expenses incurred upon the formation of the agencies and local boards etc.
68. To acquire any business, property or shops in India or abroad.
69. To pay for any business, property or rights acquired or agreed to be acquired by the company and to remunerate any person or company and generally to specify any obligation of the company by cash payment or by issue, allotment or transfer of shares either fully or partly paid up equity shares or debentures or other securities of this or any other company.
70. To procure the other recognition of the company to establish maintain and regulate agencies, branch places, for the purposes of the company's business and to carry on business in any part of the world and to take such steps as may be necessary to give the company such rights and privileges in any part of the world as possessed by local Companies or partnership or as may be thought desirable.
71. To establish and maintain or procure the establishment and maintenance of any contributory pension or non-contributory or super annuation funds for the benefits of and give or procure donations, gratuities, pensions, allowances, emoluments scholarship for study in India or abroad to any person who are or where at any time in the employment or service of the company.
72. To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public, political or any other useful institutions, objects or purposes or for any exhibition.
73. To sell, dispose of or transfer the business property and undertaking of the Company or any part thereof for any consideration which the Company may deem fit to accept and in particular for shares, debentures, debenture-stock, bonds or securities or of any company having objects altogether or in part similar to those of this company.
74. To create any reserve fund, sinking fund, insurance fund, dividend equalization fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purposes conducive to the interest of the Company.
75. To place, to reserve or to distribute as bonus, shares among the members, or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium by the company, and any moneys received on forfeited shares and moneys arising from the sale by the company of forfeited shares.
76. To distribute any of the property and assets of the Company amongst the

members in specie or kind, subject to the provisions of the Companies Act, 1956 in the event of winding up.

77. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of work of art or interest, by publication of books, pamphlets and periodicals and by granting prizes, rewards and donations.
78. Subject to the provisions of the Companies Act, 1956, or' any other enactment in force, to indemnify and keep indemnified officers, directors and agents and servants of the company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interests of the company and for any loss, damage or misfortune whatever and which shall happen in execution of the duties.
79. To pay for property, right of interest, or benefit, acquired by the company or services rendered to the company either in cash or in fully or partly paid up shares, with or without preferred rights in ' respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or partly in one mode and partly in another and on such terms as the company may determine.
80. To buy, sell and deal in lands, buildings or construct factory premises, laboratories, workshop, offices and to build houses, and quarters on such lands and/or to repair develop and put to perfection as required such buildings for the purpose of carrying on the business of the Company or as investment of the funds of the company, buildings and by painting, paying, draining, cultivating, letting on building case or building agreements and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants.
81. To hold or assist on holding exhibitions in India and elsewhere of the business in which the Company is interested and also the promotional and developmental activities of the company.
82. To undertake, carry out, promote and sponsor programmes for rural development including any programme for promoting social and economic welfare or the uplift of the people in any rural area and to assist execution and promotion thereof either directly or through any agency or in any other manner. Without prejudice to the generality of the foregoing "Programme of Rural Development" shall also include any programme for promoting the social and economic welfare or the uplift of the people in any rural area which is likely to promote and assist rural development, and that the words rural area" shall include such areas as may be regarded as rural areas under Section 35CC of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force and in order to implement any of the above mentioned objects or purposes, the Company may transfer without consideration or at such fair or concessional value and subject to provisions of Companies Act, divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or any other agency devoted to the work of rural development.
83. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the Public or any section of the public as also any activity which is likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as, the company may think fit and the Company may in order to implement any of the above mentioned objects or purposes transfer without consideration or at fair or concessional value and subject to provisions of Companies Act or divert the ownership of any property of the

Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or any other agency and also for the benefit of their dependents.

84. To support, subscribe or contribute, charitable, benevolent or useful objects of a public or private character, to grant stipends and scholarships for studies in India and abroad and to establish support of Association, Institutions, Clubs, Societies, Funds, Trusts and funds of provident trust, pension, loan or other funds for the benefit of their dependents.
85. To establish and maintain from time to time such branches of the Company and agencies either in different parts of India or abroad and to make such regulation for their managements and to close or discontinue the same as the directors of the company may from time to time determine.
86. To undertake and execute any trust the undertaking of which may seem to the Company desirable.

(C) OTHER OBJECTS

87. To purchase, sell, hire out,' or sell on hire purchase all kinds of motor vehicles, motor cycles, aeroplanes, launches, boats, mechanical or otherwise, sewing machines, radio sets, gramophones, pianos, and musical instruments, cameras, electric fans, cinematograph, machines, apparatus, heaters, refrigerators and other electrical domestic appliances, furniture, wooden and metallic and household equipments.
88. To act as agents, representatives, consultants, factors, brokers, correspondents, stockists, distributors on commission or profit sharing or any other basis for equipment or goods and the commodities relating to the objects of the company.
89. To design, buy, sell, prepare, manufacture, decorative and artistic materials and to deal in picture frames, wares, mouldings, art goods and other decorative articles.
90. To carry on the business of building or erecting. and constructing structures, house sheds and other fixtures on land and/or buildings and to purchase, take on lease or otherwise acquire or exchange or transfer any lands and/or buildings of any tenure.
91. To transact, carry on all kinds of agency and contract business and in particular in relation to industrial, manufacturing and financial transactions of every description including the promotion of new industrial resources, the investment of money, the sale and purchase of property, sale agents, purchase agents registrars, and to act as agents of any persons, firms, company, Government and local authorities.
92. To promote, establish, finance, acquire and run or otherwise carry on the business of leather manufacturers and dealers and carry on research and development in leather products.
93. To carry on business of manufacture, distribute and service of machinery, tools, vessels required to cut and polish gem stones, diamonds, precious and semi precious stones and for manufacturing of ornaments.
94. To transact, deal in or carry on all kinds of agency business, subject to the provisions of any law for the time being in force, in particular in reflection to the collection, payment, remittance and transmission of monies, securities and valuables or investment of the same, purchase, sale and improvements, development, management of property including business concerns and undertakings.

95. To manufacture, import, buy, sell, manipulate, prepare for market, and process, preserve and otherwise deal in essential oil perfumes of all kinds, forms and description prepared from any article, footwear and cosmetics.
96. To carry, on the business of photography, photo mechanical process of reproduction, manufacture of photographic goods and appliances, chemicals, lenses, cameras and other apparatus or scientific goods in connection therewith and to import and export, sell or purchase such goods.
97. To carry on the business of mining of diamonds, precious and semi-precious stones, metals such as gold, silver etc.
98. To carry on trade or business as manufactures of, dealers in and as importer and exporter of readymade and made to measure garments and wearing apparels of all kinds and types and in particulars shirts, bush shirts, trousers, night dresses, swimming dresses, sleeping suits, dressing gowns, children's wear, men's wear, handkerchiefs, ladies wear, coats, sports shirt; Jackets, fashion accessories, personal accessories and under wear from plain and Embroidered cotton, silk, wool terylene, terry-cotton, synthetic fibers and mixtures thereof and from all other textiles.
99. To carry on the business of hotel restaurant, cafe, tavern, refreshment-room and lodging house keepers, spirit merchants brewers, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks, caterers for public amusements, proprietors of motor and other vehicles, garages proprietors, livery-stable keepers, job masters, farmers, dairymen, ice merchants, importers and exporters of foods, live and dead stock and colonial and foreign produce or all description hair dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, grounds and places of amusement, recreation sports, entertainments and instruction of all kinds of tobacco and cigar merchants, agents for railway, shipping and airplane, companies and other carriers, theatrical and opera proprietors, entrepreneurs and general agents.
100. To carry on the business of manufacturers of airconditioning equipment, industrial as well as domestic, including, ventilating, humidifying, dehumidifying, heating, refrigerating and or other equipment together with controlling regulating and measuring equipment for the same with spare parts and appliances, apparatuses.
101. To carry on business as exporter and dealers, importers in metal, deed, enamel, aluminium, alloys and any other products, substance, articles and things of every description and kind and to carry on and conduct workshops and foundries of iron, brass and other metals, woods, plastics and any other substances.
102. To purchase, sell, take on lease, hire or otherwise acquire and work, any factory or works engaged in the manufacture of any kind of pharmaceuticals chemicals, medicine, perfumes, capsules and any basic material used for manufacturing general or life saving drugs.
103. To buy, sell, import, export, manufacturers, repair alter and otherwise deal in apparatus, plant, machinery fittings, furnishings, tools, materials, products and things of all kinds capable of being used for the purposes of any of the business of the Company or likely to be required by the customers of the Company.
104. To carry on any business involving the manufacture, marketing, distribution use or exploitation of any apparatus, machinery, equipment, recording media for making pictorial or sound recording of any programme and spare parts, components and raw material required for such apparatus, machinery, equipment or recording media.

105. To carry on the business or businesses of proprietors, lessees, licensees and managers of theatres, cinemas studios and other buildings and property and to let and sub-let accommodation therein and to provide for the tenants, hirers and users thereof upon such terms as may seem to the Company expedient, all or any of the machinery, equipment, power, light, heat, air-conditioning, gas, chattels, effects, raw and other materials, facilities and conveniences necessary or desirable for the purpose to which any such buildings or property or any part thereof may for the time being or from time to time be used by such tenants, hirers and users thereof.
106. To carry on business as publishers of newspapers, journals, magazines, design books and other books and other literary work and undertakings.
107. To carry on business as technical consultants, advisers and purveyors of technical know-how, formulae, processes, and applied technology and to organize and pursue research and development in areas chosen from time to time.
108. To enter into arrangements with companies, firms and persons for promoting the manufacture sale and purchase and maintenance of goods, articles or commodities of every kind, either by buying selling lettering on hire, hire purchase or credit sale systems, or by financing or assisting such other companies, firms, or persons to do all or any of such last-mentioned transactions, and to discount or purchase the benefit of any agreements, lend money, give guarantees or security or otherwise finance, or assist such purposes on such terms and in such manner as may be expedient.
109. To manufacture buy, sell, treat and deal in all kinds of plant, machinery, apparatus, tools utensils, commodities, substances, articles and things necessary or useful for carrying on any of the above businesses or usually dealt with by persons engaged therein.
110. To carry on business as manufacturers, exporters, importers and dealers of VCR, VCP, cameral, radios, television sets, telecommunications and electronic equipment, computers, business machines, calculators and their components including valves, transistors, resistors, condensers and coils.
111. To carry on the business of iron founders, mechanical engineers and manufactures of agricultural implements and other machinery, tool-makers, brass founders, metal workers, boiler makers, mill wrights, machinists, iron and steel converters, smiths.
112. To carry on business as manufacturers and makers of and dealers in metal, enamel aluminum, alloys, plastic and carry on conduct workshops, engineering works of every description and kind and foundries of iron, brass and other metals.
113. To carry on the business of manufacturers of exports, imports and dealers in all types of rubber, leather, celluloid, bakelite and all rubber goods particularly industrial tools, roller sheets, beltings and consumer goods such as tyres, tubes and other allied products, toys and medical goods, railway rubber products and tiles.
114. To promote, finance and carry on research and development in gems, precious and semi precious stones, gold, silver, platinum and other metals.
115. To carry on the business of cultivating, growing, buying, selling manufacturing or otherwise dealing in agriculture and its products.
116. To carry on the business of water proofers and manufacturers of India rubber, leather, imitation leather, leather cloth, plastics, oil cloth, linoleum, tarpaulins,

hospital sheetings and surgical bandages, groundsheets and also to manufacture and deal in rubber and latex products and rubber compounds and chemicals, chlorinated rubber products, synthetic rubber and plastics, varnishes, dopes, celluloid and cellulose being compositions.

IV. The liability of the Members is limited.

V. * a) The Authorized Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 7,50,00,000 (Seven Crores Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each.

b) Minimum paid up Capital will be Rs. 5,00,000/- (Rupees Five Lacs only)

* Altered vide Ordinary Resolution passed in the Annual General Meeting held on 30th September, 2010.

Exhibit “A”

TRUE COPY OF MINUTES OF MEETING OF M/S. TRIBHOVANDAS BHIMJI ZAVERI HELD ON FRIDAY, 2ND FEBRUARY, 2007 AT 11.00 A.M. AT 241/43, ZAVERI BAZAR, MUMBAI 400 002.

Present :

1. Mr. Shrikant G. Zaveri
2. Mrs. Bindu S. Zaveri
3. Ms. Binaisha S. Zaveri
4. Ms. Raashi S. Zaveri
5. Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Private Limited represented by Mr. Shrikant G. Zaveri, Director
6. Tribhovandas Bhimji Zaveri (TBZ) Private Limited represented by Mr. Shrikant G. Zaveri, Director
7. Super Traditional Metal Crafts (Bombay) Private Limited represented by Mr. Shrikant G. Zaveri, Director

Mr. Shrikant G. Zaveri was elected as the Chairman of the meeting.

Mr. Shrikant G. Zaveri proposed that the partnership firm of M/s. Tribhovandas Bhimji Zaveri be registered as a company limited by shares under Part IX of the Companies Act, 1956. Ms. Binaisha S. Zaveri seconded the resolution.

Thereafter the following resolution was unanimously passed:

“RESOLVED THAT the Partnership Firm, M/s. Tribhovandas Bhimji Zaveri having its office at 241/43, Zaveri Bazar, Mumbai 400002, be registered into and as under Part IX of the Companies Act, 1956, as a Private Company limited by shares and that Mr. Shrikant G. Zaveri be and is hereby authorised to take all the necessary steps in this regard.

RESOLVED FURTHER THAT the partnership firm, M/s. Tribhovandas Bhimji Zaveri on registration into and as under Part IX of Companies Act, 1956 be governed by the Memorandum of Association and Articles of Association as adopted on such registration.”

The meeting ended with a vote of thanks to the Chair.

Sd/-
Mr. Shrikant G. Zaveri
Chairman

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

Names, addresses, descriptions and occupation of each subscriber	No. of equity Shares taken by each subscriber	Signature of Subscriber	Name, address, description & occupation of witness.
1) Mr. Shrikant Gopaldas Zaveri Son of: Mr. Gopaldas T. Zaveri Flat No. 31, Usha Kiran, Carmichael Road, Mumbai 400 026. Occupation: Business	1,20,000 (One Lakh Twenty Thousand)	Sd/-	Witness to subscribers 1 to 4: Ravindra Kashinath Nagarkar son of Mr. Kashinath Shankar Nagarkar. A/102, Pratik CHS Ltd., Ramachandra Nagar No. 2, Kusumagraj Marg, Thane (W) 400 604 Occupation: Service
2) Mrs. Bindu Shrikant Zaveri Wife of: Mr. Shrikant G. Zaveri Flat No. 31, Usha Kiran, Carmichael Road, Mumbai 400 026. Occupation: Business	20,000 (Twenty Thousand)	Sd/-	
3) Ms. Binaisha Shrikant Zaveri Daughter of: Mr. Shrikant G. Zaveri Flat No. 31, Usha Kiran, Carmichael Road, Mumbai 400 026. Occupation: Business	20,000 (Twenty Thousand)	Sd/-	
4) Ms. Raashi Shrikant Zaveri Daughter of: Mr. Shrikant G. Zaveri Flat No. 31, Usha Kiran, Carmichael Road, Mumbai 400 026. Occupation: Business	20,000 (Twenty Thousand)	Sd/-	

<p>5) Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Pvt. Ltd. a Company registered under the Companies Act, 1956 having its registered office at 241-43, Zaveri Bazar, Mumbai 400 002.</p> <p>By the hand of its Director Mr. Shrikant G. Zaveri pursuant to the resolution of its Board of Directors, passed on 2nd February, 2007.</p> <p>Occupation: Business</p>	<p>6,000 (Six Thousand)</p>	<p>Sd/-</p>	<p>Witness to subscribers 5 to 7:</p> <p>Ravindra Kashinath Nagarkar son of Mr. Kashinath Shankar Nagarkar. A/102, Pratik CHS Ltd., Ramachandra Nagar No. 2, Kusumagraj Marg, Thane (W) 400 604</p> <p>Occupation : Service</p>
<p>6) Tribhovandas Bhimji Zaveri (TBZ) Pvt. Ltd. a Company registered under the Companies Act, 1956 having its registered office at 241-43, Zaveri Bazar, Mumbai 400 002.</p> <p>By the hand of its Director Mr. Shrikant G. Zaveri pursuant to the resolution of its Board of Directors, passed on 2nd February, 2007.</p> <p>Occupation: Business</p>	<p>6,000 (Six Thousand)</p>	<p>Sd/-</p>	
<p>7) Super Traditional Metal Crafts (Bombay) Pvt. Ltd. a Company registered under the Companies Act, 1956 having its registered office at 241-43, Zaveri Bazar, Mumbai 400 002.</p> <p>By the hand of its Director, Mr. Shrikant G. Zaveri pursuant to the resolution of its Board of Directors, passed on 2nd February, 2007.</p> <p>Occupation: Business</p>	<p>8,000 (Eight Thousand)</p>	<p>Sd/-</p>	
<p>TOTAL</p>	<p>2,00,000 (Two Lakhs)</p>		

Place : Mumbai

Date : 20.06.2007

UNDER THE COMPANIES ACT, 1956

(COMPANY LIMITED BY SHARES)

***ARTICLES OF ASSOCIATION OF TRIBHOVANDAS BHIMJI ZAVERI
LIMITED***

PRELIMINARY

INTERPRETATION

The Regulations contained in Table “A” in Schedule I of the Companies Act, 1956 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles of Association by the said Act.

In these present regulations, the following words and expressions shall have the following meanings, unless excluded by the subject or context;

“The Company” or **“This Company”** means **Tribhovandas Bhimji Zaveri Limited**.

“Act” means the Companies Act, 1956 and subsequent amendments thereto or any statutory modification or re-enactment thereof, for the time being in force.

“Annual General Meeting” means the annual general meeting of the Company convened and held in accordance with the Act.

“Articles of Association” or **“Articles”** means these Articles of Association of the Company as originally framed or as altered from time to time by Special Resolution in accordance with the Companies Act, 1956;

“Board” or **“Board of Directors”** means the Directors of the Company collectively referred to in the Act.

“Capital” means the share capital for the time being raised or authorized to be raised for the purposes of the Company.

“Debenture” includes debenture-stock, bonds and other securities of the Company, whether constituting a charge on the assets of the Company or not.

“Debenture holders” means the duly registered holders from time to time of the debentures of the Company and shall include in case of debentures held by a Depository, the beneficial owners whose names are recorded as such with the Depository.

“Directors” means the Directors for the time being of the Company.

“Dividend” includes interim dividend unless otherwise stated.

“Executor” or **“Administrator”** means a person who has obtained probate or Letters of Administration, as the case may be, from some competent Court having effect in India and shall include the executor or Administrator or the holder of a certificate, appointed or granted by such competent court and authorized to negotiate or transfer the shares of the deceased member.

“Extraordinary General Meeting” means an extraordinary meeting of the Company convened and held in accordance with the Act.

“Financial Year” shall have the meaning assigned thereto by Section 2 (17) of the Companies Act 1956.

“Managing Director” shall have the meaning assigned thereto in the Act.

“Member” means the duly registered holder from time to time, of the shares of the Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the Beneficial Owners whose names are recorded as such with the Depository.

“Month” means the English Calendar month.

“Office” means the Registered Office, for the time being of the Company.

“Officer” shall have the meaning assigned thereto by the Act.

“Ordinary Resolution” shall have the meaning assigned thereto by the Act.

“Paid up” includes “credited as paid up”.

“Person” shall include any Association, Corporation, Company as well as individuals.

“Proxy” includes Attorney duly constituted under a Power Attorney.

“Register” means the Register of Members to be kept pursuant to the said Act.

“Registrar” means the Registrar of Companies, Maharashtra, situated at Mumbai

“Seal” means Common seal for the time being of the Company.

“Secretary” means a Company Secretary within the meaning of clause (c) of sub-Section (1) of Section 2 of the Company Secretaries Act, 1980 and includes a person or persons appointed by the board to perform any of the duties of a Secretary subject to the provisions of the Act.

“Shares” means the Equity shares of the Company unless otherwise mentioned.

“Share Warrant” means share warrant issued pursuant to Section 114 of the Act.

“Section” means Section of the Companies Act, 1956.

“Special Resolution” shall have the meaning assigned thereto by Section 189 of the Companies Act 1956.

“Transfer” means (in either the noun or the verb form and including all conjugations thereof with their correlative meanings) with respect to the Shares, the sale, assignment, transfer or other disposition (whether for or without consideration, whether directly or indirectly) of any Shares or of any interest therein or the creation of any third party interest in or over the Shares, but excluding any renunciation of any right to subscribe for any shares offered pursuant to a rights issue to existing shareholders in proportion to their existing shareholding in the Company; and

“Writing” and **“Written”** means and includes words, hand written, printed, typewritten, lithographed, represented or reproduced in any mode in a visible form.

Words importing the singular number include the plural and vice versa.

“these Presents” or **“Regulations”** means these Articles of Association as originally framed or altered from time to time and include the Memorandum where the context so requires.

CAPITAL

1. *Authorised Share Capital*

The authorized share capital of the Company shall be such amount as is given in Clause V of the Memorandum of Association.

2. *Shares at the Disposal of the Directors:*

Subject to the provisions of Section 81 of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 79 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares, and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

3. *Consideration for Allotment:*

The Board of Directors may allot and issue shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully/partly paid up shares and if so issued shall be deemed as fully/partly paid up shares.

4. *Restriction on Allotment*

- a) The Directors shall in making the allotments duly observe the provision of the Act;
- b) The amount payable on application on each share shall not be less than 5% of the nominal value of the share; and
- c) Nothing herein contained shall prevent the Directors from issuing fully paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company

5. *Increase of Capital*

The Company at its 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. The new shares shall be issued on such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe, and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with the Act and other applicable laws. Whenever the capital of the Company has been increased under the provisions of the Articles, the Directors shall comply with the provisions of Section 97 of the Act.

6. *Reduction of Capital*

The Company may, subject to the provisions of Sections 78, 80, 100 to 105 (both inclusive) and other applicable provisions of the Act from time to time, by Special Resolution reduce its capital and any Capital Redemption Reserve Account or Share Premium Account in any manner for the time being authorized by law, and in particular, the capital may be paid off on the footing that it may be called up again or otherwise.

7. *Sub-division and Consolidation of Share Certificate :*

Subject to the provisions of Section 94 of the Act, the Company in General Meeting, may by an ordinary resolution from time to time:

- (a) Divide, sub-divide or consolidate its shares, 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 one or more of such shares have some preference of special advantage as regards dividend capital or otherwise as compared with the others
- (b) Cancel shares which at the date of such general meeting 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.

8. *New capital part of the existing capital:*

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

9. *Power to issue Shares with differential voting rights:*

The Company shall have the power to issue Shares with such differential rights as to dividend, voting or otherwise, subject to the compliance with requirements as provided for in the Companies (Issue of Share Capital with Differential Voting Rights) Rules, 2001, or any other law as may be applicable.

10. *Power to issue preference shares:*

Subject to the provisions of Section 80 of the Act, the Company shall have the powers to issue preference shares which are liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of such redemption.

11. *Further Issue of Shares:*

- (1) Where at any time after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the Company by allotment of further shares then
 - a) Such further shares shall be offered to the persons who at the date of the offer, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.
 - b) The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days

from the date of offer within which the offer, if not accepted, will be deemed to have been declined.

- c) 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 sub clause (b) hereof shall contain a statement of this right.
 - d) After the expiry of the time specified in the aforesaid notice 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 may dispose of them in such manner as they think most beneficial to the Company
- (2) Notwithstanding anything contained in sub-clause (1) the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub- clause (1) hereof) in any manner whatsoever.
 - (a) If a special resolution to that effect is passed by the Company in General Meeting, or
 - (b) Where no such special resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in the general meeting (including the casting vote, if any, of the Chairman) by the members who, being entitled to do so, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf that the proposal is most beneficial to the Company.
- (3) Nothing in sub-clause (c) of (1) hereof shall be deemed:
 - (a) To extend the time within which the offer should be accepted; or
 - (b) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.
- (4) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company:
 - (i) To convert such debentures or loans into shares in the Company; or
 - (ii) To subscribe for shares in the Company.

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

- (a) Either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and
- (b) In the case of debentures or loans other than debentures issued to or

loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in General Meeting before the issue of the debentures or raising of the loans.

12. *Right to convert loans into capital*

Notwithstanding anything contained in sub-clauses(s) above, but subject, however, to Section 81(3) of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company.

13. *Allotment on application to be acceptance of shares:*

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

14. *Returns on allotments to be made or Restrictions on Allotment*

The Board shall observe the restrictions as regards allotment of shares to the public contained in Section 69 and 70 of the Act, and as regards return on allotments, the Directors shall comply with Section 75 of the Act.

15. *Money due on shares to be a debt to the Company:*

The money (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 inscription of the name of allottee in the Register of Members as the name of the holder of such shares become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

16. *Members or heirs to pay unpaid amounts:*

Every Member or his heir's 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 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.

SHARE CERTIFICATES

17. a) *Every Member entitled to certificate for his shares:*

- (i) Every member or allottee of shares shall be entitled, without payment, to receive one or more certificates specifying the name of the person in whose favour it is issued, the shares to which it relates, and the amount paid thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of fractional coupon of requisite value, save in case of issue of share certificates against letters of acceptance of or renunciation or in cases of issues of bonus shares. Such share certificates shall also be issued in the event of consolidation or subdivisions of the shares of the Company.
- (ii) Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of (1) two Directors or

persons acting on behalf of the Directors under duly registered powers of attorney; and (2) the Secretary or some other persons appointed by the Board for the purpose and the two Directors or their attorneys and the secretary or other persons shall sign the Share Certificate, provided that if the composition of the Board permits, at least one of the aforesaid two Directors shall be a person other than the Managing Director.

- (iii) Particulars of every share certificate issued shall be entered in the Registrar of Members against the name of the person to whom it has been issued, indicating date of issue.

b) Joint ownership of shares:

Any two or more joint allottees of shares shall be treated as a single member for the purposes of this article and any share certificate, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. The Company shall comply with the provisions of Section 113 of the Act.

c) Director to sign Share Certificates:

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 rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other materials used for the purpose.

d) Issue of new certificate in place of one defaced, lost or destroyed or Renewal of Certificates

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act or rules applicable in this behalf.

The provision of these Articles shall mutatis mutandis apply to debentures of the Company.

e) Renewal of Share Certificate:

When a new share certificate has been issued in pursuance of clause (d) of this article, it shall state on the face of it and against the stub or counterfoil to the effect that it is issued in lieu of share certificate No..... sub-divided/replaced on consolidation of shares.

- f) When a new certificate has been issued in pursuance of clause (d) of this Article, it shall state on the face of it 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 and when a new certificate has been issued in pursuance of clauses (c), (d), (e) and (f) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates indicating against it, the names of the persons to whom the certificate is issued, the number and the necessary changes indicated in the Register of Members by suitable cross references in the "remarks" column.
- g) All blank forms, share certificates shall be printed only on the authority of a resolution duly passed by the Board.

18. *Rules to issue share certificates:*

The rules under "The Companies (Issue of Share Certificate) Rules, 1960 shall be complied with in the issue, reissue, renewal of share certificates and the format sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the said rules. The Company shall keep ready share certificates for delivery within 2 months after allotment.

19. *Responsibilities to maintain records:*

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 maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates.

20. *Rights of Joint Holders*

If any share 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 meeting and the transfer of the shares be deemed the sole holder thereof but the joint holders of share shall be severally as well as jointly liable for payment of all installments and calls due in respect of such share and for all incidents thereof according to the Company's regulations.

22. *Limitation of Time For Issue of Certificates*

Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.

UNDERWRITING & BROKERAGE

23. *Commission for placing shares, debentures, etc:*

- a) Subject to the provisions of the Act, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures, or debenture-stock of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, debentures or debenture-stock of the Company.
- b) The Company may also, in any issue, pay such brokerage as may be lawful.

LIEN

24. *Company's lien on shares /debentures*

The Company shall have a first and paramount lien upon all the shares /debentures (other than fully paid up shares/debentures) 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 fixed time in respect of such shares/debentures, and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed, the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from provisions of this clause. The fully paid up shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

25. *Enforcing lien by sale:*

For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as they think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorize 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 notice in writing of the intention to sell have been served on such member or his representative and default shall have been made by him or them in payment, fulfillment or discharge of such debts, liabilities or engagements for fourteen days after such notice.

26. *Application of sale proceeds:*

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 lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

27. *Board to have right to make calls on shares*

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 member shall pay the amount of every call so made on

him to the person or persons and the member(s) and place(s) appointed by the Board. A call may be made payable by installments.

Provided that the Board shall not give the option or right to call on shares to any person except with the sanction of the Company in General Meeting.

28. *Notice for call:*

Fourteen days notice in writing of any call shall be given by the Company specifying the date, time and places of payment and the person or persons to whom such call be paid.

29. *Call when made:*

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined a call shall be deemed to have been made at the date when the resolution authorizing such call was passed at the meeting of the Board.

30. *Liability of joint holders for a call:*

The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

31. *Board to extend time to pay call:*

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 to all or any of the members. The Board may be fairly entitled to grant such extension, but no member shall be entitled to such extension, save as a matter of grace and favour.

32. *Calls to carry Interest:*

If a member fails to pay any call due from him on the day appointed for payment 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 5% per annum or such lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.

33. *Dues deemed to be calls:*

Any sum, which as per the terms of issue of a share becomes payable on allotment or at a fixed date whether on account of the nominal value of the share or by way of premium, shall for the purposes of the Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same may become payable and in case of non payment all the relevant provisions of these Articles 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.

34. *Proof of dues in respect of share*

On any trial or hearing of any action or suit brought by the Company against any member 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 (i) that the name of the members in respect of whose shares the money is sought to be recovered appears entered in the Register of Members as the holder, at or subsequent to the date on which the money sought to be recovered is alleged to have become due on the shares, (ii) that the resolution making the call is duly recorded in the minute

book, and that notice of such call was duly given to the member or his representatives pursuant to these Articles, and (iii) it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.

35. *Partial payment not to preclude forfeiture:*

Neither a judgment nor a decree in favour of the Company, for call or other moneys due in respect of any share nor any part payment or satisfaction there under, nor the receipt by the Company of a portion of any money which shall, from time to time be due from any member to the Company in respect of his shares either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.

36. *Payment in anticipation of call may carry interest*

- (a) The Directors may, if they think fit, subject to the provisions of Section 92 of the Act, agree to and receive from any member willing to advance the same, whole or any part of the moneys due upon the shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon, provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.
- (b) The member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.
- (c) The provisions of this Article shall mutatis mutandis apply to the calls on debentures of the Company.

FORFEITURE OF SHARES

37. *Board to have right to forfeit shares:*

If any member fails to pay any call or installment of a call 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.

38. *Notice for forfeiture of shares:*

- (a) The notice shall name a further day (not earlier than the expiration of fourteen days from the date of notice) and place or places on which such call or installment and such interest thereon (at such rate 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.
- (b) The notice shall also state that in the event of the non-payment at or before the time the call was made or installment is payable the shares will be liable to be forfeited.

39. *Effect of forfeiture*

If the requirements of any such notice as aforesaid were not complied with, every or any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. 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. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

40. *Notice of forfeiture:*

When any share shall have been so forfeited, notice of the forfeiture shall be given to the member on whose name it stood immediately prior to the forfeiture and any 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.

41. *Forfeited share to be the property of the Company:*

Any share so forfeited shall be deemed to be the property of the Company and may be sold, re-allocated 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.

42. *Member to be liable even after forfeiture:*

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 the interest thereon from time to time of the forfeiture until payment at such rates as the Board may determine and the Board may enforce the payment thereof, if it thinks fit.

43. *Claims against the Company to extinguish on forfeiture:*

The forfeiture of a share involves extinction, at the time of the forfeiture of all interest in and all claims and demands against the Company, in respect of the shares and all other rights incidental to the share, except only such of those rights as by these Articles expressly saved.

44. *Evidence of forfeiture:*

A duly verified declaration in writing that the declarant is a Director or Secretary of the Company, and that a share in the Company has been 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.

45. *Effecting sale of shares:*

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinafter given, the Board may appoint some person to execute an instrument of transfer of the shares sold, cause the purchaser's name to be entered in the register in respect of the share 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.

46. *Certificate of forfeited shares to be void:*

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant 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 have no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

47. *Board entitled to cancel forfeiture:*

The Board may at any time before any share so forfeited shall have them sold, re-allotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions at it thinks fit.

TRANSFER AND TRANSMISSION OF SHARES

48. *Register of Transfers*

The Company shall keep a “Register of Transfers” and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares.

49. *Endorsement of Transfer:*

In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at their discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

50. *Instrument of Transfer:*

The instrument of transfer of any share shall be in writing and all the provisions of Section 108 of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use a common form of transfer in all cases.

51. *Executive transfer instrument:*

Every such instrument of transfer shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof. The instrument of transfer shall be in respect same class of shares and should be in the form prescribed under the Act.

52. *Closing Register of transfers and of Members:*

The Board shall be empowered, on giving not less than seven days notice by advertisement in a newspaper circulating in the district in which the registered office of the Company is situated, to close the transfer books, the register of members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year as it may seem expedient.

53. *Directors may refuse to register transfer:*

Subject to the provisions of Section 111A of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of

law of the right to, any shares or interest of a Member in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever, except where the Company has a lien on shares

54. *Transfer of partly paid shares:*

Where in the case of partly paid shares, an application for registration is to be made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 110 of the Act.

55. *Survivor of joint holders recognized:*

In case of the death of any one or more persons named in the Register of Members as the joint-holders of any shares, the survivors shall be the only person recognized by the Company as having any title to or interest in such share but nothing therein 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.

56. *Title to shares of deceased members:*

The executors or administrators or holders of a succession certificate or the legal representatives of a deceased member (not being one or two joint holders) shall be the only person recognized by the Company as having any title to the shares registered in the name of such member, and the Company shall be bound to recognize such executors or administrators or holders of a succession certificate or the legal representatives shall have first obtained probate holders or letter 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 the production of probate or letter of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board in its absolute discretion may think necessary and 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

57. *Transfers not permitted:*

No share shall in any circumstances be transferred to any infant, insolvent or person of unsound mind, except fully paid shares through a legal guardian.

58. *Transmission of shares:*

Subject to the provisions of these presents, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any members, 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 as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Articles, or of his title, either be registering 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, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares.

A person becoming entitled to a share or debenture by reason of the death, lunacy,

bankruptcy or insolvency of any members, of the holder shall be entitled to same dividends and other advantages to which he would be entitled if he were the registered holder of the share or debenture, except that he shall not, before being registered a member in respect of his share or debenture, be entitled in respect of it to exercise any right conferred by membership in relation to the meetings of the Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

59. *Rights on Transmission:*

A person entitled to a share by transmission shall, subject to the Directors right to retain such dividends or money as hereinafter provided, be entitled to receive and may give discharge for any dividends or other moneys payable in respect of the share.

60. *Instrument of transfer to be stamped:*

Every instrument of transfer shall be presented to the Company duly stamped for registration, accompanied by such evidence as the Board may require to prove the title of the transferor 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.

61. *Share Certificates to be surrendered:*

Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in Section 108) properly stamped and executed instrument of transfer.

62. *No fee on Transfer or Transmission:*

No fee shall be charged for registration of transfers, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

63. *Company not liable to notice of equitable rights:*

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in 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.

64. *Dematerialisation of Securities*

(i) Definitions: For the purpose of this Article:

“Beneficial Owner” means a person whose name is recorded as such with a depository.

“*Bye-Laws*” means Bye-laws made by a Depository under Section 26 of the Depositories Act, 1996.

“*Depositories Act*” means the Depository Act, 1996, including any statutory modifications or re-enactment for the time being in force.

“*Depository*” means a Company formed and registered under the Act and which has been granted a Certificate of Registration under the Securities and Exchange Board of India Act 1992.

“*Member*” means the duly registered holder from time to time of the shares of the Company and includes every person whose name is entered as beneficial owner in the records of the depository.

“*Participant*” means a person registered as such under Section 12 (1A) of the Securities and Exchange Board of India Act, 1992.

“*Record*” includes the records maintained in form of books or stored in a computer or in such other form as may be determined by the Regulations issued by the Securities and Exchange Board of India in relation to the Depository Act, 1996.

“*Registered Owner*” means a depository whose name is entered as such in the records of the Company.

“*SEBI*” means the Securities and Exchange Board of India

“*Security*” means such security as may be specified by the Securities and Exchange Board of India from time to time.

Words imparting the singular number only includes the plural number and vice versa.

Words imparting persons include corporations.

Words and expressions used and not defined in the Act but defined in the Depositories Act, 1996 shall have the same meaning respectively assigned to them in that Act.

- (ii) *Company to Recognize Interest In Dematerialized Securities Under The Depositories Act, 1996.*

Either the Company or the investor may exercise an option to issue, de-link, hold the securities (including shares) with a depository in Electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof.

- (iii) *Dematerialisation/Re-Materialisation Of Securities:*

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialize its existing securities, re-materialize its securities held in Depositories and/or offer its fresh securities in the de-materialized form pursuant to the Depositories Act, 1996 and the rules framed there under, if any.

- (iv) *Option To Receive Security Certificate Or Hold Securities With Depository:*

Every person subscribing to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its record, the name of the allottees as the beneficial owner of that security.

(v) *Securities In Electronic Form:*

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository. Nothing contained in Section 153, 153A, 153B, 187 B, 187 C and 372 of the Act, shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.

(vi) *Beneficial Owner Deemed As Absolute Owner:*

Except as ordered by the Court of competent jurisdiction or by law required, the Company shall be entitled to treat the person whose name appears on the register of members as the holders of any share or whose name appears as the beneficial owner of the shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami, Trust Equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them.

(vii) *Rights Of Depositories And Beneficial Owners:*

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

Save as otherwise provided above, the Depository is the registered owner of the securities, and shall not have any voting rights or any other rights in respect of the securities held by it.

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

(viii) *Register And Index Of Beneficial Owners:*

The Company shall cause to be kept a Register and Index of members with details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by law including any form of electronic media.

The Register and Index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a Register and Index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a Branch register of Members resident in that State or Country.

(ix) *Cancellation Of Certificates Upon Surrender By Person:*

Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the depository as the Registered Owner in respect of the said securities and shall also inform the Depository accordingly.

(x) *Service Of Documents:*

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

(xi) *Allotment Of Securities:*

Where the securities are dealt within a Depository, the Company shall intimate the details of allotment of relevant securities to the Depository on allotment of such securities.

(xii) *Transfer Of Securities:*

The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly, particulars of every transfer or transmission of any share held in material form. Nothing contained in these Articles shall apply to transfer of securities held in depository.

(xiii) *Distinctive Number Of Securities Held In A Depository*

The shares in the capital shall be numbered progressively according to their several denominations, provided, however that the provisions relating to progressive numbering shall not apply to the share of the Company which are in dematerialized form. Except in the manner provided under these Articles, no share shall be sub-divided. Every forfeited or surrendered share be held in material form shall continue to bear the number by which the same was originally distinguished.

(xiv) *Provisions Of Articles To Apply To Shares Held In Depository:*

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depository Act, 1996.

(xv) *Depository To Furnish Information:*

Every Depository shall furnish to the Company information about the transfer of securities in the name of the beneficial owner at such intervals and in such manner as may be specified by laws and the Company in that behalf.

(xvi) *Option To Opt Out In Respect Of Any Such Security:*

If a beneficial owner seeks to opt out of a Depository in respect of any security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the

regulations, issue the certificate of securities to the beneficial owner or the transferee as the case may be.

(xvii) *Overriding Effect Of This Article:*

Provisions of the Articles will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Articles of these presents.

65. *Nomination Facility:*

- (I) Every holder of shares, or holder of debentures of the Company may at any time, nominate, in the prescribed manner a person to whom his shares in or debentures of the Company shall rest in the event of his death.
- (II) Where the shares in or debentures of the Company or held by more than one person jointly, the joint holders may together nominate in the prescribed manner, a person to whom all the rights in the shares or debentures of the Company shall rest in the event of death of all the joint holders.
- (III) Notwithstanding any thing contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise in respect of such shares in or debentures of the Company where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the Company, the nominee shall, on the death of the shareholder or debentures holder of the Company or as the case may be on the death of the joint holders become entitled to all the rights in the shares or debentures of the Company or as the case may be all the joint holders in relation to such shares in or debenture of the Company to the exclusion of all the other persons, unless the nomination is varied or cancelled in the prescribed manner.
- (IV) Where the nominee is a minor it shall be lawful for the holder of shares or debentures, to make the nomination and to appoint in the prescribed manner any person to become entitled to shares in or debentures of the Company in the event of his death in the event of minority of the nominee.

Any person who becomes a nominee by virtue of the provisions of Section 109 A upon the production of such evidence as may be required by the Board and subject as hereinafter provided elect either

- a) To be registered himself as holder of the shares or debentures as the case may be, or
- b) To make such transfer of the share or debenture as the case may be, as the deceased shareholder or debenture holder, as the case may be could have made.

If the person being a nominee, so becoming entitled, elects to be registered himself as a holder of the share or debenture as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with a Death Certificate of the deceased share holder or debenture holder as the case may be.

All the limitations, restrictions and provisions of this Act, relating to the right to transfer and registration of transfer of shares or debentures shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the notice or transfer where a transfer is signed by that shareholder or debenture holder, as the case may be.

A person being a nominee, becoming entitled to a share or debenture by reason of the death of the holder shall be entitled to same dividends and other advantages to which he would be entitled if he were the registered holder of the share or debenture, except that he shall not, before being registered a member in respect of his share or debenture, be entitled in respect of it to exercise any right conferred by membership in relation to the meetings of the Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture and if the notice is not complied with within 90 days, the Board may thereafter withhold payments of all dividends, bonus, or other monies payable in respect of the share or debenture, until the requirements of the notice have been complied with.

A Depository may in terms of Section 58 A at any time, make a nomination and above provisions shall as far as may be, apply to such nomination.

66. *Buy Back of Shares:*

The Company shall be entitled to purchase its own shares or other securities, subject to such limits, upon such terms and conditions and subject to such approvals as required under Section 77 A and other applicable provisions of the Act, The Securities and Exchange Board of India Act, 1992 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations 1998 and any amendments, modification(s), repromulgation (s) or re- enactment(s) thereof.

67. *Copies of Memorandum and Articles to be sent to members*

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 39 of the Act shall be sent by the Company to every member at his request within seven days of the request on payment of such sum as may be prescribed.

SHARE WARRANTS

68. *Rights to issue share warrants:*

- (a) The Company may issue share warrants subject to, and in accordance with provisions of Section 114 and 115 of the Act.
- (b) The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder 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 the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

69. *Rights of warrant holders:*

- (a) The bearer of the share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right to signing a requisition, for calling a meeting of the Company, and of attending, and voting and exercising other privileges of a member at any meeting held after the expiry of two clear days from time of the deposit, as if his name were inserted in the Register or Members as the holder of the shares included in the deposited warrant.
- (b) Not more than one person shall be recognized as the depositor of the share warrant.

- (c) The Company shall, on two days written notice, return the deposited share warrant to the depositor.
- 70. (a) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privileges of a member at a meeting of the Company, or be entitled to receive any notice from the Company.
- (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the shares included in the warrant, and he shall be member of the Company.

71. *Board to make rules:*

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

72. *Rights to convert shares into stock & vice-versa:*

The Company in General Meeting may, by an Ordinary Resolution, convert any fully paid-up shares into stock and when any shares shall have been converted into stock the several holders of such stock, may henceforth 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 arise might have been transferred, if no such conversion had taken place. The Company may, by an Ordinary Resolution reconvert any stock into fully paid up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal amount of shares from which the stock arose.

73. *Rights of stock holders:*

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 privileges or advantages (except participation in the dividends and profits of the Company and in the assets on winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred those privileges or advantages.

GENERAL MEETINGS

74. *Annual General Meetings:*

The Company shall, in addition to any other meetings hold a General Meeting which shall be called as its Annual General Meeting, at the intervals and in accordance with the provisions of the Act.

75. *Extraordinary General Meetings:*

The Board may, whenever it thinks fit, convene an Extraordinary General Meeting at such date, time and at such place as it deems fit, subject to such directions if any, given by the Board.

76. *Extraordinary Meetings on requisition:*

The Board shall on, the requisition of members convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under Section 169 of the Act.

77. *Notice for General Meetings:*

All General Meetings shall be convened by giving not less than twenty- one days notice excluding the day on which the notice is served or deemed to be served (i.e. on expiry of 48 hours after the letter containing the same is posted) and the date of the meeting, specifying the place and hour of the meeting and in case of any special business proposed to be transacted, the nature of that business shall be given in the manner mentioned in Section 173 of the Act. Notice shall be given to all the shareholders and to such persons as are under Act and/or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any member shall not invalidate the proceedings of any General Meeting.

78. *Shorter Notice admissible:*

With the consent of all the members entitled to vote, at an Annual General Meeting or with the consent of the members holding 95 percent of such part of the paid-up share capital of the Company as gives a right to vote thereat, any general meeting may be convened by giving a shorter notice than twenty one days.

79. *Special and Ordinary Business:*

- (a) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also that is transacted at an Annual General Meeting with the exception of sanctioning of dividend, the consideration of the accounts, balance sheet and the reports of the Directors and Auditors, the election of Directors in place of those retiring by rotation and the appointment of and the fixing up of the remuneration of the auditors.
- (b) In case of special business as aforesaid, an explanatory statement as required under Section 173 of the Act shall be annexed to the notice of the meeting.

80. *Quorum for General Meeting:*

Five members or such other number of members as the law for the time being in force prescribes, shall be entitled to be personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

81. *Time for quorum and adjournment:*

If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved and in any other case, it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be quorum.

82. *Chairman of General Meeting*

The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.

83. *Election of Chairman:*

If there is no such Chairman or if at any meeting he is not present within fifteen

minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose another Director as Chairman and if no Director be present or if all the Directors decline to take the chair then the members present shall choose someone of their number to be the Chairman.

84. *Adjournment of Meeting:*

The Chairman may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that 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. When the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as nearly as may be in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

85. *Voting at Meeting:*

At any General Meeting, a resolution put to the vote at the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) is demanded in accordance with the provisions of Section 179 of the Act. Unless a poll is so demanded, a declaration by the Chairman that the resolution had, on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

86. *Decision by poll:*

If a poll is duly demanded, it shall be taken in such manner as the Chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

87. *Casting vote of Chairman:*

In case of equal votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or a casting vote in addition to the vote or votes to which he may be entitled to as a member.

88. *Poll to be immediate:*

- (a) A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time not later than forty eight hours from the time of demand as the Chairman of the meeting directs.
- (b) A demand for a poll shall not prevent the continuance of a Meeting of the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn.

89. *Passing resolutions by Postal Ballot*

- (a) Notwithstanding any of the provisions of these Articles the Company may, and in the case of resolutions relating to such business as notified under the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the general meeting of the Company.
- (b) Where the Company decides to pass any resolution by resorting to postal

ballot, it shall follow the procedures as prescribed under section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, as amended from time.

VOTE OF MEMBERS

90. *Voting rights of Members:*

- a) On a show of hands every member holding equity shares and present in person shall have one vote.
- b) On a poll, every member holding equity shares therein shall have voting rights in proportion to his shares of the paid up equity share capital.
- c) On a poll, a member having more than one vote, or his proxy or other persons entitled to vote for him need not use all his votes in the same way.

91. *Voting by joint-holders:*

In the case of joint-holders the vote of the first named of such joint holders who tender a vote whether in person or by proxy shall be accepted to the exclusion of the votes of other joint holders.

92. *No right to vote unless calls are paid:*

No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.

93. *Proxy:*

On a poll, votes may be given either personally or by proxy.

94. *Instrument of proxy:*

The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorized in writing or if appointed by a Corporation either under its common seal or under the hand of its attorney duly authorized in writing. Any person whether or not he is a member of the Company may be appointed as a proxy.

The instrument appointing a proxy and Power of Attorney or other authority (if any) under which it is signed must be deposited at the registered office of the Company not less than forty eight hours prior to the time fixed for holding the meeting at which the person named in the instrument proposed to vote, or, in case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

95. The form of proxy shall be two way proxies as given in Schedule IX of the Act enabling the share holder to vote for/against any resolution.

96. *Validity of proxy:*

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the shares in respect of revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

97. *Corporate Members:*

Any corporation which is a member of the Company may, by resolution of its Board of Director or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual member of the Company.

DIRECTOR

98. *Number of Directors:*

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three and not more than twelve, including all kinds of Directors.

99. *Share qualification not necessary:*

Any person whether a member of the Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.

100. *Director's power to fill-up casual vacancy:*

Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, and the person so appointed shall hold office up to the date, up to which Director in whose place he is appointed would have office if it has not been vacated as aforesaid

101. *Additional Directors:*

The Board of Directors shall have power at any time and from time to time to appoint one or more persons as Additional Directors provided that the number of Directors and Additional Directors together shall not exceed the maximum number fixed. An additional Director so appointed shall hold office up to the date of the next Annual general Meeting of the Company and shall be eligible for re-election by the Company at that Meeting.

102. *Alternate Directors:*

The Board of Directors may appoint an Alternate Director to act for a Director (hereinafter called the original Director) during the absence of the original Director for a period of not less than 3 months from the state in which the meetings of the Board are ordinarily held. An Alternate Director so appointed shall vacate office if and when the original Director return to the state in which the meetings of the Board are ordinarily held. If the terms of the office of the original Director is determined before he so returns to the state aforesaid any provision for the automatic reappointment of retiring Director in default of another appointment shall apply to the original and not to the Alternate Director.

103. *Remuneration of Directors:*

Every Director other than the Managing Director and the Whole-time Director shall be paid a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any Committee thereof attended by him and shall be paid in addition thereto all traveling, hotel and other expenses properly incurred by him in attending and returning from the meetings of the Board of Directors or any committee thereof or General Meeting of the Company or in connection with business of the Company to and from any place.

Subject to the provisions of the Act, in addition to the sitting fees referred to above, a Director other than the Managing Director and the Whole-time Director may be paid remuneration either:

- (i) by way of monthly, quarterly or annual payments, with the approval of the Central Government; or
- (ii) by way of commission, if the Company, by Special Resolution, authorizes such payment.

104. Remuneration for extra services:

If any Director, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from the town in which the Registered Office of the Company may be situated for any purposes of the Company or in giving any special attention to the business of the Company or as member of the Board, then subject to the provisions of the Act the Board may remunerate the Director so doing either by a fixed sum, or by a percentage of profits or otherwise and such remuneration, may be either in addition to or in substitution for any other remuneration to which he may be entitled.

105. Continuing Director may act:

The continuing Directors may act notwithstanding any vacancy in the Board but if the number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a general meeting of the Company but for no other purpose.

106. Vacation of office of Director:

The Office of a Director shall be deemed to have been vacated under the circumstances enumerated under Section 283 of the Act.

107. Equal power to Director:

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

ROTATION AND RETIREMENT OF DIRECTOR

108. One-third of Directors to retire every year:

At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the Managing Director or Whole time Director, appointed or the Directors appointed as a Debenture Director and Special Director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

109. Retiring Directors eligible for re-election:

A retiring Director shall be eligible for re-election and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing a person thereto.

110. Which Director to retire:

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

111. Retiring Director to remain in office till successors appointed

Subject to the provisions of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating Director(s) is not filled up and the meeting has not expressly resolved not to fill up the vacancy and not to appoint the retiring director, the meeting shall stand adjourned till the same day in the next week at the same time and place or if that day is a public holiday till the next succeeding day which is not a public holiday at the same time and place, and if at the adjourned meeting the place of the returning Director(s) is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the retiring Director(s) or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned Meeting

112. Increase or reduction in the number of Directors:

Subject to the provisions of Section 252, 255, 259 of the Act, the Company in General Meeting may by Ordinary Resolution increase or reduce the number of its Directors.

113. Power to remove Director by ordinary resolution:

Subject to the provisions of the Act, the Company may by an ordinary resolution in General Meeting remove any Director before the expiration of his period of office and may, by an ordinary resolution, appoint another person instead; the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected as Director.

114. Right of persons other than retiring Directors to stand for Directorship:

A person not being a retiring Director shall be eligible for appointment to the office of a Director at any General Meeting if he or some other member intending to propose him as a Director not less than 14 days before the meeting has left at the office of the Company, a notice in writing under his hand signifying his candidature for the office of the Director or the intention of such member to propose him as a candidate for that office as the case may be, along with the prescribed deposit amount which shall be refunded to such person or as the case may be, to such member if the person succeeds in getting elected as Directors.

115. Subject to the provisions of Section 297, 299, 300, 302 and 314 of the Act , the Directors shall not be disqualified by reason of his or their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or otherwise nor shall any such contract, or arrangement entered into by or on behalf of the Company with such Director or with any Company or partnership in which he shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director holding that office or of fiduciary relation thereby established but the nature of the interest must be disclosed by him or them at the meeting of Directors at which the contract or arrangement is determined if the interest then exists or in any other case at the first meeting of the Directors after the acquisition of the interest.

116. Directors not liable for retirement:

The Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

117. Director for subsidiary Company:

Directors of this Company may be or become a Director of any Company promoted by this Company or in which it may be interested as Vendor, Shareholder or otherwise and no such Director shall be accountable for any benefits received as a Director or member of such Company.

118. Meetings of the Board:

- a) The Board of Directors shall meet at least once in every three calendar months for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit provided that at least four such meetings shall be held in every year.
- b) The Managing Director may, at any time summon a meeting of the Board and the Managing Director or a Secretary or a person authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice in writing of every meeting of the Board shall be given to every Director for the time being in India, and at his usual address in India to every other Director.

119. Quorum:

The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher, provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of 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, The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time.

120. Questions how decided:

- a) Save as otherwise expressly provided in the Act, 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 by or under the Regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.
- b) In case of an equality of votes, the Chairman shall have second or casting vote in addition to his vote as Director.

121. Right of continuing Directors when there is no quorum:

The continuing Directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or of summoning a General Meeting of the Company but for no other purpose.

122. Election of Chairman of Board:

- a) The Board may elect a Chairman of its meeting and determine the period for which he is to hold office.
- b) If no such Chairman is elected or at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the Chairman of the Meeting.

123. *Delegation of Powers:*

- a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such members of its body as it thinks fit.
- b) Any committee so formed shall, in the exercise of the power so delegated conform to any regulations that may be imposed on it by the Board.

124. *Election of Chairman of Committee:*

- a) If the Chairman of the Board is a member of the Committee, he shall preside over all meetings of the Committee, if the Chairman is not a member thereof, the committee may elect a Chairman of its meeting. If no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one among themselves to be the Chairman of the Meeting.
- b) The quorum of a committee may be fixed by the Board of Directors. ..

125. *Questions how determined:*

- a) A committee may meet and adjourn as it thinks proper.
- b) Questions arising at any meeting of a committee shall be determined by the sole member of the committee or by a majority of votes as the members present as the case may be and in case of an equality of vote the Chairman shall have a second or casting vote, in addition to his vote as a member of the committee.

126. *Validity of acts done by Board or a Committee:*

All acts done by any meeting of the Board, of a committee thereof, or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if even such Director or such person has been duly appointed and was qualified to be a Director.

127. *Resolution by Circulation:*

Save as otherwise expressly provided in the Act, a resolution in writing 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 of the meeting of the Board or the Committee, as the case may be and to all other Directors or members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as it had been a resolution duly passed at a meeting of the Board or committee duly convened and held.

128. a) The Board of Directors may from time to time but with such consent of the Company in General Meeting as may be required under the Act raise any moneys or sums of money for the purpose of the Company provided that the moneys to be borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose and in particular, but subject to the provisions of Section 292 of the Act, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, by the issue of debentures, perpetual or otherwise, including debenture convertible into shares of this or any other Company or perpetual annuities and to secure any such money so borrowed, raised or received mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities.

Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated shall specify the total amount up to which moneys may be borrowed by the Board Directors.

- b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or the Managing Director, if any, within the limits prescribed.
- c) Subject to provisions of the above sub-clause, the Directors may, from time to time, at their discretion, raise or borrow or secure the repayment of any sum or sums of money for the purposes of the Company, at such time and in such manner and upon such terms and conditions in all respects as they think, fit and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, perpetual or redeemable debentures (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, goods or other property and securities of the Company, or by such other means as they may seem expedient.
- d) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.

129. *Assignment of debentures:*

Such debentures, debenture-stock, bonds or other securities may be assignable free from any equities between the Company and the person to whom the same may be issued.

130. *Term of Issue of Debentures:*

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, drawings, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise, Debentures with a right of conversion into or allotment of shares shall be issued only with the consent of the Company in a General Meeting by a Special Resolution.

131. *Debenture Directors:*

Any Trust Deed for securing debentures or debenture stock may if so arranged provide for the appointment from time to time by the trustee thereof or by the holders of debentures or debenture stock of some person to be a Director of the Company and may empower such trustee or holders of debentures or debenture stock from time to time to remove any Directors so appointed. A Director appointed under this Article is herein referred to as a “Debenture Director” and the Debenture Director means a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification shares, not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provision shall have effect notwithstanding any of the other provisions herein contained.

132. *Nominee Directors:*

- a) So long as any moneys remain owing by the Company to any All India Financial Institutions, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non Banking Financial Company controlled by the Reserve Bank of India or any such Company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the Debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such corporation so provides, the corporation shall have a right to appoint from time to time any person or persons as a Director or Directors whole- time or non whole- time (which Director or Director/s is/are hereinafter referred to as “Nominee Directors/s) on the Board of the Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).
- b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

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

- c) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the Meetings of the Committee of which Nominee Director/s is//are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- d) The Company shall pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees

commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.

- e) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer. .

133. Register of Charges:

The Directors shall cause a proper register to be kept, in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified.

134. Subsequent assigns of uncalled capital:

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

135. Charge in favour of Director for Indemnity:

If the Director or any person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.

136. Powers to be exercised by Board only by Meeting:

- a) The Board of Directors shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolution passed at the meeting of the Board:
 - (i) Power to make calls on shareholders in respect of moneys unpaid on their shares;
 - (ii) Power to issue debentures;
 - (iii) Power to borrow money otherwise than on debentures;
 - (iv) Power to invest the funds of the Company;
 - (v) Power to make loans.
- b) The Board of Directors may by a meeting delegate to any committee or the Directors or to the Managing Director the powers specified in sub clauses (iii), (iv) and (v) above.
- c) Every resolution delegating the power set out in sub clause (iii) above shall specify the total amount up to which moneys may be borrowed by the said delegate.
- d) Every resolution delegating the power referred to in sub-clause (iv) above shall specify the total amount, up to which the fund may invested and the nature of the investments which may be made by the delegate.
- e) Every resolution delegating the power referred to in sub-clause (v) above

shall specify the total amount up to which the loans may be made by the delegate, the purposes for which the loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.

MANAGING DIRECTOR(S)/ WHOLE-TIME DIRECTOR(S)

137. a) The Board may from time to time, subject to the provisions of the Act and these Articles, appoint one or more of the Directors to the office of the Managing Director or whole-time Directors.
- b) The Directors may from time to time resolve that there shall be either one or more Managing Directors or Whole time Directors.
- c) In the event of any vacancy arising in the office of a Managing Director or Whole-time Director, the vacancy shall be filled by the Board of Directors subject to the approval of the members.
- d) If a Managing Director or whole time Director ceases to hold office as Director, he shall ipso facto and immediately cease to be Managing Director/whole time Director.

138. *Powers and duties of Managing Director or whole-time Director:*

The Managing Director/Whole-time Director shall subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these presents by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The Managing Directors/ whole time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

139. *Remuneration of Managing Directors/whole time Directors:*

Subject to the provisions of the Act and subject to such sanction of Central Government\Financial Institutions as may be required for the purpose, the Managing Directors\whole-time Directors shall receive such remuneration (whether by way of salary commission or participation in profits or partly in one way and partly in another) as the Company in General Meeting may from time to time determine.

140. *Reimbursement of expenses:*

The Managing Directors\whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

141. *Business to be carried on by Managing Directors/ Whole time Directors:*

- a. The Managing Directors\whole-time shall have subject to the supervision, control and discretion of the board, the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties in relation to the Management of the affairs and transactions of Company, except such powers and such duties as are required by law or by these presents to be exercised or done by the

Company in General Meeting or by Board of Directors and also subject to such conditions or restriction imposed by the Act or by these presents.

- b. Without prejudice to the generally of the foregoing and subject to the supervision and control of the Board of Directors, the business of the Company shall be carried on by the Managing Director/ Whole time Director and he shall have all the powers except those which are by law or by these presents or by any resolution of the Board required to be done by the Company in General Meeting or by the Board.
- c. The Board may, from time to time delegate to the Managing Director or Whole time Director such powers and duties and subject to such limitations and conditions as they may deem fit. The Board may from time to time revoke, withdraw, alter or vary all or any of the powers conferred on the Managing Director or Whole time Director by the Board or by these presents.

141A Subject to the provisions of the Act and these Articles, the Board shall have the power to appoint from time to time any person as Manager of the Company upon such terms and conditions as the Board deems fit and vest in such Manager such powers and duties and subject to such limitations and conditions as they may deem fit. The Board may from time to time revoke, withdraw, alter or vary all or any of the powers conferred on any Manager by the Board or by these presents. The remuneration payable to the Manager shall be determined by the Board.

COMMON SEAL

142. *Custody of Common Seal:*

The Board shall provide for the safe custody of the Common Seal for the Company and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof; and the Common Seal shall be kept at the Registered Office of the Company and committed to the custody of the Managing Director or the Secretary if there is one.

143. *Seal how affixed*

The seal shall not be affixed to any instrument except by authority of a resolution of the Board or a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors or one Director and of the secretary or such other person as the Board may appoint for the purpose. Every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by that Director and of the secretary or such other person aforesaid in whose presence the seal shall have been affixed provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority issuing the same.

144. *Right to dividend:*

- a) The profits of the Company, subject to any special rights, relating thereto created or authorized to be created by these presents and subject to the provisions of the presents as to the Reserve Fund, shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively and the last day of the year of account in respect of which such dividend is declared and in the case of interim dividends on the close of the last day of the period in respect of which such interim dividend is paid.
- b) Where capital is paid in advance of calls, such capital shall not, confer a right to participate in the profits.

145. *Declaration of Dividends:*

The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

146. *Interim Dividends:*

The Board may from time to time pay to the members such interim dividends as appear to them to be justified by the profits of the Company.

147. *Dividends to be paid out of profits:*

No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 205 of the Act.

148. *Reserve Funds:*

- a) The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends and pending such application, may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time think fit.
- b) The Board may also carry forward any profits when it may think prudent not to appropriate to Reserves.

149. *Deduction of arrears:*

The Board may deduct from any dividend payable to any members all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the shares of the Company.

150. *Adjustment of dividends against calls:*

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

151. *Receipt of joint holder:*

Any one of two or more joint holders of a share may give effectual receipt for any dividends, or other moneys payable in respect of such shares.

152. *Notice of dividends:*

Notice of any dividend that may have been declared shall be given to the persons entitled to share thereto in the manner mentioned in the Act.

153. *Dividends not to bear interest:*

No dividends shall bear interest against the Company.

154. *Transfer of shares not to pass prior to dividends:*

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

155. Unpaid or Unclaimed Dividend:

- (a) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, the Company shall transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the Company in that behalf in any scheduled bank called “[TBZ] Unpaid Dividend Account – *[description of year and whether interim or final]*”.
- (b) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund known as Investors Education and Protection Fund established under section 205C of the Act.
- (c) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

CAPITALISATION OF PROFITS

156. Capitalisation of Profits:

- a) The Company in General Meeting, may, on recommendation of the Board resolve:
 - (i) That it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company’s reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and
 - (ii) That such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
- b) The sum aforesaid shall not be paid in cash but shall be applied, either in or towards:
 - (i) Paying up any amounts for the time being unpaid on shares held by such members respectively
 - (ii) Paying up in full, unissued share of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
 - (iii) Partly in the way specified in sub-clause (i) and partly that specified in sub clause (ii).
- c) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
- d) A share premium account and a capital redemption reserve account may, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

157. Power of Directors for declaration of bonus issue:

- a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
 - (i) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and
 - (ii) generally do all acts and things required to give effect thereto.
- b) The Board shall have full power:
 - (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fraction; and also
 - (ii) to authorize any person, on behalf of all the members entitled thereto, to enter into an agreement with the Company providing for the allotment to such members, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.
- c) Any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

158. *Books of Account to be kept:*

- a) The Board of Directors shall cause true accounts to be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure takes place, of all sales and purchases of goods by the Company, and of the assets, credits and liabilities of the Company.
- b) If the Company shall have a Branch Office, whether in or outside India, proper books of account relating to the transactions effected at the office shall be kept at that office, and proper summarized returns made upto date at intervals of not more than three months, shall be sent by Branch Office to the Company at its registered office or to such other place in India, as the Board thinks fit where the main books of the Company are kept.
- c) All the aforesaid books shall give a fair and true view of the affairs of the Company or of its Branch Office, as the case may be with respect to the matters aforesaid, and explain its transactions.

159. *Where Books of accounts to be kept:*

The Books of Account shall be kept at the Registered Office or at such other place in India as the Directors think fit.

160. *Inspection by Members:*

No member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by statute.

161. *Boards Report to be attached to Balance Sheet:*

- a) Every Balance Sheet laid before the Company in General Meeting shall

have attached to it a report by the Board of Directors with respect to the state of the Company's affairs, the amounts if any, which it proposes to carry to any Reserves in such Balance Sheet; and the amount, if any which it recommends to be paid by way of dividend, material changes and commitments, if any, effecting the financial positions of the Company which have occurred between the end of the financial year of the Company to which the Balance Sheet related and the date of report.

- b) The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company's business, or in the Company's subsidiaries or in nature of the business carried on by them and generally in the classes of business in which the Company has an interest.
- c) The Boards Report shall also include a statement showing the name of every employee of the Company who was in receipt of such sum as remuneration as may be prescribed by the Act or the Central Government from time to time during the year to which the Report pertains.
- d) The Board shall also give the fullest information and explanation it its report in cases falling under the proviso to Section 222 on every reservation, qualification or adverse remark contained in the auditors Report.
- e) The Board shall have the right to charge any person being a Director with a duty of seeing that the provisions of sub-clauses (1) to (3) of this Article are complied with.

AUDIT

162. Accounts to be audited:

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

- a. The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until conclusion of the next Annual General Meeting and every Auditor so appointed shall be intimated of his appointment within seven days.
- b. Where at an Annual General Meeting, no Auditors are appointed, the Central Government may appoint a person to fill the vacancy.
- c. The Company shall within seven days of the Central Government's power under sub clause (c.) becoming exercisable, give notice of that fact to the Government.
- d. The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues, the remaining auditors (if any) may act. Where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.
- e. A person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution of appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Sec. 190 and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with provisions of Sec. 190 and all the other

provision of Section 225 shall apply in the matter. The provisions of this sub-clause shall also apply to a resolution that a retiring auditor shall not be re-appointed.

- f. The persons qualified for appointment as Auditors shall be only those referred to in Section 226 of the Act.
- g. None of the persons mentioned in Sec. 226 of the Act as are not qualified for appointment as auditors shall be appointed as Auditors of the Company.

163. Audit of Branch Offices:

The Company shall comply with the provisions of the Act in relation to the audit of the accounts of Branch Offices of the Company.

164. Remuneration of Auditors:

The remuneration of the Auditors shall be fixed by the Board as authorized in General Meeting from time to time.

165. Service of document on the Company:

A document may be served on the Company or an officer by sending it to the Company or officer at Registered Office of the Company by post under a certificate of posting or by Registered Post, or by leaving it at the Registered Office.

SERVICE OF DOCUMENTS AND NOTICE

166. How -Document is to be served on members :

- a) A document (which expression for this purpose shall be deemed to have included and include any summons, notice requisition, process order, judgment or any other document in relation to or in winding up of the Company) may be served or sent to the Company on or to any member either personally or by sending it by post to his registered address or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the service of notice to him.
- b) All notices shall, with respect to any registered share to which persons are entitled jointly, be given to whichever of such persons is named first in the Register and the notice so given shall be sufficient notice to all the holders of such share.
- c) *Where a document is sent by post:*
 - (i) Service thereof shall be deemed to be effected by properly addressing, paying and posting a letter containing the notice provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by registered post without acknowledgement due and has deposited with the Company a sum sufficient to defray expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and
 - (ii) Unless the contrary is provided, such service shall be deemed to have been effected
 - a. In the case of a notice of a meeting, at the expiration of

forty-eight hours the letter containing the notice is posted;
and

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

167. Members to notify address in India:

Each registered holder of shares from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place or residence.

168. Service on members having no registered address:

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

169. Service on persons acquiring shares on death or insolvency of members:

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

170. Persons entitled to notice of General Meetings:

Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given:

- (i) To the members of the Company as provided by these presents
- (ii) To the persons entitled to a share in consequence of the death or insolvency of a member.
- (iii) To the Auditors for the time being of the Company; in the manner authorized by as in the case of any member or members of the Company.

171. Notice by advertisement:

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the members, or any of them and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Registered Office is situated.

172. Members bound by document given to previous holders:

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

173. Any notice to be given by the Company shall be signed by the Managing Director

or by such Director or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

AUTHENTICATION OF DOCUMENTS

174. Authentication of documents and proceedings:

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, the Managing Director, the Manager, the Secretary or an authorized officer of the Company and need not be under its seal.

WINDING UP

175. Application of assets:

Subject to the provisions of the Act as to preferential payment the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application shall be distributed among the members according to their rights and interests in the Company.

176. Division of assets of the Company in specie among members:

If the Company shall be wound up whether voluntarily or otherwise, the liquidators may with sanction of a special resolution divide among the contributories in specie or kind any part of the assets of the Company and any with like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories of any of them, as the liquidators with the like sanction shall think fit, in case any share to be divided as aforesaid involve as liability to calls or otherwise any persons entitled under such division to any of the said shares may within ten days after the passing of the special resolution by notice in writing, direct the liquidators to sell his proportion and pay them the net proceeds, and the liquidators shall, if practicable, act accordingly.

INDEMNITY AND RESPONSIBILITY

177. Director's and others' right to indemnity:

- a) Subject to the provisions of the Act, the Managing Director and every Director, Manager, Secretary and other Officer or Employee of the Company shall be indemnified by the Company against any liability and it shall be the duty of Directors, out of the funds of the Company to pay, all costs and losses and expenses (including traveling expenses) which any such Director, Officer or Employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such Managing Director, Director, Officer or Employee or in any way in the discharge of his duties.
- b) Subject as aforesaid the Managing Director and every Director, Manager, Secretary or other Officer or Employee of the Company shall be indemnified against any liability incurred by them or in defending any proceeding whether civil or criminal in which judgment is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Sec. 633 of the Act in which relief is given to him by the Court.

178. Not responsible for acts of others:

- a) Subject to the provisions of Sec. 201 of the Act no Director or other Officer of the Company shall be liable for the acts, receipt, neglects or defaults of

any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Director for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, Company or Corporation, with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgment or oversight in his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own willful act or default.

- b) Without prejudice to the generality foregoing it is hereby expressly declared that any filing fee payable or any document required to be filed with Register of Companies in respect of any act done or required to be done by any Director or other Officer by reason of his holding the said office, shall be paid and borne by the Company.

SECRECY CLAUSE

179. Secrecy:

No member shall be entitled to inspect the Company's works without the permission of the Managing Director or to require discovery of any information respectively any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Managing Director it will be inexpedient in the interest of the members of the Company to communicate to the public.

180. Duties of Officers to observe secrecy:

Every Director, Managing Directors, Manager, Secretary, Auditor, Trustee, Members of Committee, Officer, Servant, Agent, Accountant or other persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provision of these Articles or law.

GENERAL POWER AND AUTHORISATION

181. General power and authorisation

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company cannot carry on any transaction unless the company is so authorized by its Articles, then in that case, this Article hereby authorizes and empowers the company to have such right, privilege or authority and to carry on such transactions as have been permitted by the Act, without there being any other specific Article in that behalf herein provided.

We the several persons, whose names, addresses, occupations and descriptions are hereunder subscribed below, are desirous of being formed into a Company in pursuance of the Articles of Association.

Names, addresses, descriptions and occupation of each subscriber	Signature of Subscriber	Name, address, description & occupation of witness.
1) Mr. Shrikant Gopaldas Zaveri Son of: Mr. Gopaldas T. Zaveri Flat No. 31, Usha Kiran, Carmichael Road, Mumbai 400 026 Occupation: Business	Sd/-	Witness to subscribers 1 to 4: Ravindra Kashinath Nagarkar son of Mr. Kashinath Shankar Nagarkar. A/102, Pratik CHS Ltd., Ramachandra Nagar No. 2, Kusumagraj Marg, Thane (W) 400 604 Occupation : Service
2) Mrs. Bindu Shrikant Zaveri Wife of: Mr. Shrikant G. Zaveri Flat No. 31, Usha Kiran, Carmichael Road, Mumbai 400 026 Occupation: Business	Sd/-	
3) Ms. Binaisha Shrikant Zaveri Daughter of: Mr. Shrikant G. Zaveri Flat No. 31, Usha Kiran, Carmichael Road, Mumbai 400 026 Occupation: Business	Sd/-	
4) Ms. Raashi Shrikant Zaveri Daughter of: Mr. Shrikant G. Zaveri Flat No. 31, Usha Kiran, Carmichael Road, Mumbai 400 026 Occupation: Business	Sd/-	

<p>5) Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Pvt. Ltd. a Company registered under the Companies Act, 1956 having its registered office at 241-43, Zaveri Bazar, Mumbai 400 002.</p> <p>By the hand of its Director</p> <p>Mr. Shrikant G. Zaveri pursuant to the resolution of its Board of Directors, passed on 2nd February, 2007</p> <p>Occupation: Business</p>	<p>Sd/-</p>	<p>Witness to subscribers 5 to 7:</p> <p>Ravindra Kashinath Nagarkar son of Mr. Kashinath Shankar Nagarkar.</p> <p>A/102, Pratik CHS Ltd., Ramachandra Nagar No. 2, Kusumagraj Marg, Thane (W) 400 604</p> <p>Occupation : Service</p>
<p>6) Tribhovandas Bhimji Zaveri (TBZ) Pvt. Ltd. a Company registered under the Companies Act, 1956 having its registered office at 241-43, Zaveri Bazar, Mumbai 400 002.</p> <p>By the hand of its Director</p> <p>Mr. Shrikant G. Zaveri pursuant to the resolution of its Board of Directors, passed on 2nd February, 2007</p> <p>Occupation: Business</p>	<p>Sd/-</p>	
<p>7) Super Traditional Metal Crafts (Bombay) Pvt. Ltd. a Company registered under the Companies Act, 1956 having its registered office at 241-43, Zaveri Bazar, Mumbai 400 002.</p> <p>By the hand of its Director,</p> <p>Mr. Shrikant G. Zaveri pursuant to the resolution of its Board of Directors, passed on 2nd February, 2007</p> <p>Occupation: Business</p>	<p>Sd/-</p>	

Place: Mumbai.

Date : 20.06.2007