



सत्यमेव जयते

शाहपुरां आर्इं आरं  
Form I. R.

निगमन का प्रमाण-पत्र

**CERTIFICATE OF INCORPORATION**

तां.....का सं.....

No. 11-63245 ....of 19 91.....

मैं एतद्वारा प्रमाणित करता हूँ कि आज.....

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

I hereby certify that **SUDITI HOSIERY PROCESSORS..... LIMITED**.....

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

मेरे हस्ताक्षर से आज तां..... को दिया गया।

Given under my hand at ... **BOMBAY** this **TWELFTH**.....

day of **SEPTEMBER**. One thousand nine hundred and **NINETYONE**.



(B.L. PANIGAR)  
कम्पनियों का रजिस्ट्रार

Addl. Registrar of Companies  
Maharashtra



॥ सत्यमेव जयते ॥

No. 11-83245

**CERTIFICATE FOR COMMENCEMENT OF BUSINESS**

Pursuant of Section 149(3) of the Companies Act, 1956

I hereby certify that the **SUDITI HOSIERY PROCESSORS LIMITED** which was incorporated under the Companies Act, 1956, on the **TWELFTH** day of **SEPTEMBER 1991**, and which has this day filed a duly verified declaration in this prescribed form that the conditions of Section 149(1)(a) to (d) / 149(2)(a) to (c) of the said Act, have been complied with is entitled to commence business.

Given under my hand at **BOMBAY** this **EIGHTH** day of **OCTOBER** one thousand nine hundred and **NINETYONE**.



Sd/-  
(G. SRINIVASAN)  
Registrar of Companies.

No. 11- 63245

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME**

IN THE OFFICE OF THIS REGISTRAR OF COMPANIES, MAHARASHTRA,  
BOMBAY.

In the matter of SUDITI HOSIERY PROCESSORS LIMITED

I hereby approve and signify in writing under Section 21 of the Companies Act, 1956 (Act of 1956) read with the Government of India, Department of Company Affairs, Notification No. G.S.R. 507E dated the 24th June 1985 the change of name of the Company:

from SUDITI HOSIERY PROCESSORS LIMITED

to SUDITI INDUSTRIES LIMITED

and I hereby certify that SUDITI HOSIERY PROCESSORS LIMITED

which was originally incorporated on  
TWELFTH day of SEPTEMBER, 1991 under the  
Companies Act, 1956 and under the name SUDITI HOSIERY  
PROCESSORS LIMITED having

duly passed the necessary resolution in terms of section 21/~~22~~  
~~of~~ of the Companies Act, 1956 the name of the said  
Company is this day changed to SUDITI INDUSTRIES LIMITED

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

GIVEN UNDER MY HAND AT BOMBAY THIS TWENTYFIRST  
Day of OCTOBER One Thousand nine hundred ninety four.



*G. Srinivasan*  
(G. SRINIVASAN)  
REGISTRAR OF COMPANIES  
MAHARASHTRA, BOMBAY

**THE COMPANIES ACT, 1956**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**SUDITI INDUSTRIES LIMITED**

- I. The name of the Company is SUDITI INDUSTRIES LIMITED.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- 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 ARE:-**

1. To manufacture, buy, sell, import and export readymade garments made out of woven, knitted, felted, netted, looped or flocked fabrics made of all kinds of fiber whether natural, synthetic or man-made and to carry on the business of manufactures, importers and exporters, whole-sale and retail dealers of and in hosiery goods of every kind, nature and description, for men, women and children including vests, underwears, socks, stockings, sweaters, laces.

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

2. To spin, make, produce and process, bleach, dye, print, weave, knit and finish all kinds of fibre, yarn and materials made from all kinds of fibre, natural, synthetic or man-made and to import, export, buy, sell and deal in raw or finished cotton, wool, hair, jute silk coir, hemp, flax, yarn, sisal and all other natural, man-made and synthetic fibre and all articles made there from and to weave and otherwise manufacture, buy, sell and deal in all kinds of cloth and fabrics, whether textiles, felted, matted, looped or flocked.
3. To carry on the business of printing, dyeing, bleaching, sizing, finishing, spinning, weaving, processing of silk, art silk, rayon, nylon, cotton, woollen or any other man-made fabrics.
4. To carry on the business, import and export of drapers, furnishers, furriers, haberdashers, hosiers, milliners, gloves, lace-makers, clothiers, outfitters, corset-makers, customers dress robe and mantle makers tentmakers, and manufacturers and dealers in fabrics, clothing and wearing apparel of every kind, nature and description.
5. To acquire and undertake the whole or any part of the business and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of properties suitable for the purposes of this Company.
6. To take or otherwise acquire, and hold shares in any other company, having objects altogether or in part similar to those of this Company.
7. To buy, purchase, build, construct, alter, enlarge, maintain, pull down, remove, replace, manage, sell, lease, take on lease or tenancy or in exchange, take options over or otherwise acquire land, buildings, flats, godowns, shops, sheds, factories and hereditaments, of any tenure or description in India or abroad whether for residential, business, manufacturing or other purposes and any rights, easements, advantages and privileges relating to and either for resale or for trafficking in the same and to turn the same into account as may seem expedient, and to construct, alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, warehouses, godowns, shops, buildings and other structures, works and conveniences of all kinds of any of the lands or immovable properties purchased or acquired by the Company and to lease, and to purchase,

charter, hire, or otherwise acquire vehicles of any or every sort of description for use on land or and to employ the same for the business of the Company.

8. To amalgamate, enter into partnerships or into any arrangement for sharing profits or losses, union of interest, co-operation, collaborations, joint ventures, reciprocal concessions or otherwise with any person or company carry on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal in with the same.
9. To promote any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose.
10. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons, and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable, or benevolent objects, or for any exhibition, or for any public general or useful object.
11. To negotiate loans, under-writing contracts, mortgages equity participation, cash credit, overdrafts and other financial facilities from banks, financial institutions, Government or Semi-Government Bodies and others on behalf of any companies, firms, societies, associations and others.
12. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of business concern and undertaking and generally of any assets, property or rights.
13. To carry on business or branch of a business which the company is authorised to carry on by means, or through the agency of any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.

14. To nominate directors or managers of any subsidiary company or of any other company in which company is or may be interested.
15. To take part in the management, supervision and control of the business or operations of any company or undertaking having similar object and for the purpose mentioned in the preceding clause, to appoint and remunerate any directors, trustees accountants or other experts or agents.
16. To acquire and undertake the whole or any part of the business, property and liabilities of any person firm or Company carrying on or processing to carry on any business which the company is authorised to carry on.
17. To offer and enter into contracts and agreements for services in connection with the undertaking of market surveys and for development of markets in any part of the world for raw materials, minerals, substances, commodities, goods and other articles and things and for that purpose to act as superintendents, surveyors, Valuers, and analysers.
18. To exchange, sell, convey assign, or let on lease or grant licences for the whole or any part of the Company's immovable properties and to accept as consideration or in lieu thereof either land or Government securities or shares in joint stock companies or partly the one and partly the other.
19. To enter into contracts, agreements and arrangements with any their company, firm or person for the carrying out by such other company firm or person on behalf of the Company of the objects for which the Company is formed.
20. To aid pecuniarily or otherwise any associations or body or movement having for object, the solution, settlement or surmounting of industrial or labour problems, or troubles or the promotion of industry or trade.
21. To undertake or execute any trust, the undertaking of which may seem to the Company desirable, gratuitously or otherwise.
22. To sub-contract all or any contracts from time to time and upon such terms and conditions as may be thought expedient.

23. To, construct, purchase, take on lease, hold manage, operate, develop, grant, licences or easements over or sell, exchange, lease, re-purchase, mortgage, let out on hire, or otherwise deal with lands, buildings, machinery, engines, plants and machinery, other moveable and immovable properties and other things, rights, benefits, licences and easements connected therewith.
24. To raise or borrow money from time to time for any of the purposes of the Company by receiving advance of any sum or sums of money with or without security upon such terms as the Directors may deem expedient and in particular by taking deposits, from or opening current accounts with any individual or firm including agents of the Company or any banker or bankers, financial and other institutions (whether with or without giving security) or by mortgaging or selling or receiving advances on the sale of any lands, buildings, machinery goods or other property of the Company, subject to provisions of Section 58-A of the Companies Act, 1956 and Directives of the Reserve Bank of India.
25. To invest any of the surplus and funds of the Company from time to time in Government securities or in securities for money issued by or on behalf of any municipal body or of any corporate body established in India or elsewhere or in any shares or securities of a company as may from time to time be determined by the Directors or on the mortgage of immovable properties whether freehold or of any other tenure in India or elsewhere or on the pledge of moveable properties in India or elsewhere or in fixed deposits or by way of loans or interest in any of the local banks or with any firm, companies or banks (including the agents of the Company) or in such other securities as may from time to time be determined by the Directors and from time to time sell, redeem or vary any or all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
26. To act in conjunction with units or associates, create or constitute or assist in creating or constituting any other company or association of a kind similar wholly or partially to this Company and to buy or absorb any parts or the whole of such company or association.
27. To carry on the business of cotton growers, silk yarn rearing.
28. Subject to the provisions of the Act, to distribute among the members in specie any property of the Company or any



proceeds of sale or dispose of any property of the Company in the event of winding up.

29. To procure the Company to be registered or recognised in any part of the world in respect of any matters of interest to the Company.
30. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think desirable to obtain.
31. To apply for, promote and obtain in any act, charter, privilege, concession, licence, authorisation of any Government, State or Municipality, provisional order or licence of any authority for enabling the Company to carry out any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitutions or for any other purpose which may seem expedient and to oppose any proceedings, or application which may seem calculated directly or indirectly to prejudice the Company's interest.
32. To apply for purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concession and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or otherwise turn to account the property, rights, or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions, rights or information.
33. To make donations to such persons or institutions as may be decided by the Directors of the company and in particular to remunerate any person of corporation introducing business to this Company and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions or object or for any exhibition or for any public object and to establish and support and aid in the establishment and support of associations, institutions, funds trusts, private or public, vested, discretionary or of any other kind, convenient for the benefit of the employees, or ex-employees, shareholders, past shareholders, directors or for the persons having

dealings with the Company or its predecessors in business or for persons having dealing with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, payments or a lump sum and to make payments towards insurance and to form and contribute to provident, welfare and benefit funds of or for such persons.

34. To acquire by purchase, exchange or otherwise the right to good-will, trade marks, exploitation rights or patents, licences, results of research and development, inventions, models, formulae, processes, designs or similar information concerning industrial, commercial, technical or scientific knowledge, experience, skill and technique and to sell, mortgage deal in, grant licences, easements and other rights over and in any other manner deal with or dispose of all or any of the above for fees, commission, remuneration, royalty, share in profit, dividend or any other form of income either in cash or in kind.
35. To refer or agree to refer any claims, demands, disputes, or any other question, by or against the Company or in which the company is interested or concerned and whether between the Company and the members or member of between the clients, customers, constituents and others or his/their representatives, or between the Company and third parties, to arbitration in India or at any place outside India and to observe and comply with awards made thereon and to do all acts, deeds, matters and things necessary to carry out and enforce the awards.
36. To institute, prosecute, defend, oppose, appear or appeal in any suit, arbitration, arrangement, compromise, composition or other proceedings, to refer to arbitration, abandon or submit to judgement, decision, award, to become non-suit in any proceedings and demands for the recovery of any right, privilege, demand, settlement of any claim whatsoever due or payable or in any way belonging to the Company or others in respect of whom the Company is an agent.
37. To advance, deposit or lend money with or without securities to such persons and on such terms as may be expedient and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents, but the Company shall not do banking business as defined under Banking Regulations Act, 1949, subject to the provisions of Section 58-A of the Companies Act, 1956 and directives of the Reserve Bank of India.

38. To carry on and transact every kind of guarantee and counter guarantee business and to guarantee the payment of money secured by or payable under or in respect of bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations and other securities of any company or any persons whomsoever whether incorporated or not.
39. To exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares, stocks, obligations or other securities including without prejudice to the generality of the foregoing, all such powers to vote or control as may be conferred by virtue of the holding of the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company on such terms as may be thought fit.
40. To subscribe for, conditionally or unconditionally to underwrite, issue or commission or otherwise take, hold, deal in any convert stocks, shares and securities of all kinds and to enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concessions, co-operation with any person or company and promote and aid in promoting, constituting, forming or organising any company (partnership of any kind) for the purpose of acquiring and undertaking any property and liabilities of this Company or of advancing directly or indirectly the objects thereof, or for any other purpose which the Company may think expedient.
41. To buy, sell, provide, contract annuities for certain period, deferred and other types of annuities and do the business connected therewith whether for cash or in exchange of property or in lieu of any rights.
42. To act and trustee, professional trustee, debenture trustee and to accept the confidence on trust with or without remuneration, compensation or profits.
43. To purchase or otherwise acquire, sell, dispose or concerns and undertakings, mortgages, charges, annuities of certain period or on deferred basis, patents, licences, securities, concessions, options, policies, books debts and claims and any interest in real or personal property and any claims against such property, or against any persons or company and to carry on any business in the concern o undertakings so acquired, subject to the provisions of the Monopolies and Restrictive Trade Practices Act, 1969.

44. To guarantee the title to, or quiet enjoyment of property either absolutely or subject to any qualifications or conditions and to guarantee persons interested or about to become interested in any property against any loss, action, proceedings, claims or demands in respect of any insufficiency or imperfection or deficiency of title, in respect of any encumbrances, burden or outstanding rights.
45. To guarantee the fidelity of persons filling or about to fill situations of trust or confidence, and the due performance and discharge by such persons of all or any of the duties and obligations imposed on them by contract or otherwise.
46. To guarantee the due performance and discharge by committees, guardians, executors, administrators, trustees attorneys, brokers and agents of their respective duties and obligations.
47. To guarantee persons filling or about to fill situations of trust of confidence against liabilities in connection therewith and in particular agents liabilities resulting from misconduct of any particular co-trustee, co-agent or other persons or from the insufficiency, imperfection or deficiency of title to property or from any insufficiency, imperfection or deficiency in any securities or from any bankruptcy, insolvency fraud or tortuous act on the part of any other persons or from any error of judgement or misfortune.
48. To carry on and transact every kind of guarantee and indemnity business and to undertake obligation of every kind and description and also to undertake and execute trusts of all kinds, which may be conveniently undertaken or executed in carrying on the main objects of the Company.
49. To collect rents and debts and to negotiate loans, to find investments and to issue and pledge shares, stocks, debentures, debenture-stock and other securities.
50. To take or hold mortgages, liens and charges, to secure the payment of the purchase price, or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind, sold by the Company or any money due to the Company from the purchaser and others.
51. To contract with lease holders, borrowers, lenders, annuitants and others form the establishments, accumulation, provisions and payment of sinking funds, renewal funds, redemption funds, endowment funds and any other special

funds, and that either in consideration of a lump sum or of an annual premium or otherwise and generally on such terms and conditions as may be arranged.

52. To undertake and execute any trust or discretion, the undertaking whereof may seem desirable and the distribution amongst the beneficiaries, pensioners or other persons entitled thereto, of any income capital, annuity or other sums of money or other property, whether periodically or otherwise and whether in money or in specie in furtherance of any trust discretion or other obligations or permission.
53. To lend money to, and guarantee the performance of the obligations of, and the payment of dividends and interest on any stocks, shares and securities of any company, firm or person in any case in which such loan or guarantee may be considered, likely directly or indirectly to further the objects of this Company and generally to give any guarantee whatsoever.
54. To pay for any property or business or services rendered or to be rendered or any purchase in cash or by bills of the Company, or by shares ordinary, preferred or deferred, either fully or partly paid up or by bonds mortgages, debentures, debenture stock or other securities or acknowledgements of the Company or partly by one or more of them or otherwise.
55. To grant pensions or gratuities to any employees of the company or its predecessors in business, or the relations, connections or dependents of any such person/s and to establish or support Associations, Institutions, Clubs, Funds, and Trusts calculated to benefit any such person/s or otherwise advance the interests of the Company.
56. To hold, administer, sell, realise, invest, dispose of and deal with the moneys and property both real and personal and carry on, manage, sell, realise, dispose of any deal with any business, comprised or included in any estate or which the Company is executor or administrator, or in any trust of which the Company is the Trustee, of which the Company is an Administrator, Manager or agent.
57. To make deposits, enter into recognizance bonds and otherwise give security for execution of the offices and performance of duties of executors, administrators and trustees, managers, and agents.

58. To take such steps as may be necessary to give the Company the same rights and privileges in any part of the world as are possessed by local companies or partnership or a similar nature.
59. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
60. To dedicate, present or otherwise dispose of either voluntarily or for value any property of the Company deemed to be of national public or local interest to any national, trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or on behalf of the public.
61. To acquire by purchase, lease, assignment or otherwise, lands, tenements, buildings, easements, rights and advantages of any kind whatsoever and the same to resell, mortgage, let on lease or otherwise deal with.
62. To establish, provide, maintain and conduct or otherwise subsidise, assist research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and to carry on all scientific and technical researches, experiments, tests of all kinds and to promote studies and research, both scientific and technical investigations, and intentions by providing, subsidising endowing or assisting laboratories workshops, libraries, the remuneration of scientific or technical professors or teachers and by providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
63. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, private or public for the benefit of its employees or ex-employees, shareholders, past shareholders, directors, ex-directors of the Company or its predecessors in business or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonus either by way of annual payment, or lump sum and to make payments towards insurance and to form and contribute to provident fund and other benefit funds for such persons and to provide for the welfare of shareholders, directors and ex-directors and

employees and ex-employees of the Company and the wives, widows, and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings, or chawls or by grant of moneys, pensions, allowances, bonus or other payments and to provide or subscribe or contribute towards places of instructions and recreations, hospitals, dispensaries, holiday homes, medical and other attendance and assistance as the Company shall think fit.

64. To pay all preliminary expenses of any company promoted by the company or any company in which this Company is or may contemplate being interested and preliminary expenses may include all or any part of the costs and expenses of owners of any business or property acquired by the Company.
65. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for taking placing or underwriting of shares, debentures or other securities of the Company.
66. To pay for any rights or property acquired by the Company and to pay or to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in Company's capital or any debentures, debenture-stock or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business or otherwise for any of the purposes of the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise, as the case may be.
67. To open current or fixed accounts with any bank, bankers, shroffs or merchants and to pay into and draw money from such accounts.
68. To insure the whole or any part of the property of the Company either fully or partly, to protect and indemnify any part or portion thereof either on mutual principal or otherwise.
69. To purchase, take on lease or exchange, hire or otherwise acquired, deal in any immovable or moveable property, real or personal of all kinds and of any rights or privileges which the Company may think necessary or convenient for the

purposes of its business, and in particular and land, buildings, easements, machinery, plant, furniture and fittings and stock-in-trade, and either to retain the property so acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.

70. To lend or otherwise dispose of any property belonging to the Company and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans or by the purchase of any such article, or articles and letting thereof on the hire purchase systems or otherwise.
71. To sell, lease, mortgage, grant, licences, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets both moveable and immovable, rights and effects of the Company or any part thereof, and any other property whether real or personal for such consideration as the Company may think fit and in particular for shares, debentures debenture-stock, securities of any other company, whether or not having objects altogether or in parts similar to those of the Company and to make advances upon the security of land and/or building, and/or other property, moveable and/or any interest therein.
72. To vest any moveable or immovable property rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
73. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special funds whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company, or for redemption of debentures or redeemable preference shares or any other purpose whatsoever conducive to the interest of the Company.
74. To accept donations, gifts, with such conditions, restrictions, obligations, stipulations and liabilities as are not derogative to the provisions of the law and to alienate, transfer gift, sell, donate, settle or dispose of any property of the Company with or without consideration to any person including any trust whether public or private, discretionary or specific, either by revocable or irrevocable transfer or settlement and upon such terms and conditions as the Company may deem fit.
75. To do such acts and things as principals or agents to the attainment of all the objects of the Company or any of them.



76. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, individuals and to do every other act, things, or things incidental or appurtenant to or arising out of or connected with the business or powers or any part or parts thereof provided the same be not inconsistent with the laws of the Union of India.
77. To adopt such means of making known the business of this Company as may be considered necessary, and in particular by advertising in all forms of media including press, cinema, television, hoardings, books, periodicals, photography cinematography, exhibitions, and show-rooms, and any other means of advertising, and by granting prizes, rewards and donations, and creating trusts for this purpose.
78. To undertake carry out, lay out, promote, sponsor or assist in any activity, project for rural development including any programme for promoting the social and economic welfare of or the upliftment of the people in any rural area irrespective whether the Company has any business dealings in such areas or not and to incur any expenditure or use any of the assets and facilities of the Company on any programme or project or activity of rural development and to assist execution and promotion thereof either directly or in association with any other company, person or organisation or through an independent agency or in any manner as the Company may deem fit in order to implement any of the projects or programmes or activities of rural development, transfer without consideration, or at such fair or confessional value and subject to the provisions of the Companies Act divest the ownership of the property of the Company to or in favour of any public or local body, authority, central or state governments or any public institutions or trusts of funds.
- (a) Assistance in the setting up of rural industries in selected areas by the rural weak, to provide them self-employment.
  - (b) Establishment and running of dispensaries, clinics, hospitals, family planning centres, maternity and child welfare centres and family welfare centres.
  - (c) Nutrition programmes for school children.
  - (d) Establishment and running educational and vocational training centres, establishment or sports and recreation centres for students.

- (e) Construction and maintenance of rural link roads, village streets, pavements and drainage and sanitary systems.
- (f) Construction and maintenance of drinking water projects such as wells, tubewells, and cleaning of wells and ponds.
- (g) Rural electrifications, provisions of street lighting in village and electrification of Harijan/Tribal homes.
- (h) Assistance to the weaker sections of society for constructing houses at sites provided in rural areas by Government and village panchayats.
- (i) Minor irrigation schemes including boring of tubewell and installation of pumping sets for the benefit of groups of small or marginal farmers.
- (j) Supply of improved varieties of seeds and provisions of facilities for seeds testing to groups of small/marginal farmers and assistance to such farmers, for establishing seeds farms.
- (k) Supply of fertilizers and insecticides to groups of small/marginal farmers and giving guidance and training to such farmers in the use of fertilizers and insecticides.
- (l) Assist the farmers in improvement of cattle through establishment of veterinary dispensaries, artificial insemination centres and in processing and marketing of the dairy products.
- (m) Supply of plant protection equipments, sprayers, farm machinery, implements to the village panchayat for the use of groups of small/marginal farmers.
- (n) Assistance to group of small/marginal farmers, landless labourers, in poultry farming, horticulture and pisciculture.
- (o) Establishment of workshops for servicing and repair of farm machinery and training of artisans and machinists, or any other programme for promoting the social and economic welfare or the upliftment of the people in any rural area which is likely to promote and assist the rural development.

And that the word 'rural areas' shall include such areas as may be regarded as rural areas under the provisions of Income-tax Act, 1961, or any other law in force, for the time being relating to rural development.

79. To undertake, carry out, lay out, promote, sponsor or assist in any activity or project either directly or in association with any other company or person or organisation or through an independent agency, with is likely :-
- (i) to promote national welfare or social, economic or moral upliftment of the society, people or any section of the society or people; and
  - (ii) to promote and improve national economy and for discharging what is considered to be social and moral responsibilities of the Company to the public or society or any section thereof, and in order to implement any of the purposes of objects stated herein, transfer without consideration or at such fair or confessional value and subject to the provisions of the Companies Act, divest the ownership of any such property of the Company to or in favour or any public or local body or authority or Central or State Government or any public institution or Trust or Fund as the Directors may approve.

Without prejudice to the generality of the foregoing, to undertake, carry out, promote, sponsor or assist any activity for publication of any books, literature, newspapers, for organising lectures, or seminars which are likely to advance these objects and to grant merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enhance them to undertake and prosecute their studies or academic pursuits or researches and for establishing, conducting, assisting any institution, fund trust having anyone or more of the aforesaid objects as its objects.

80. To borrow, raise or secure the payment of money or to receive money and deposit as time deposit or otherwise at interest for any purpose of the Company and at such time or times and in such manner as may be thought fit and in particular by the creation and issue of debentures or debenture stock, bonds, shares credited as fully or partly paid up, obligations, mortgages, charges and securities of all kinds either perpetual or otherwise either redeemable annuities in, as any by way of securities for any such money so borrowed, raised or received for any such debentures, debenture-stock, bonds, obligations, mortgages, charges and securities of all kinds, either so issued to mortgage, pledge or charge the undertaking of the whole or any part of the property, rights, assets or revenue and profits of the Company, present and future, including is uncalled capital or otherwise or to transfer to convey the same absolutely or in trust and give the lenders powers as may seem expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on business of banking as defined by the Banking Regulation Act, 1949, subject to the

provisions of Section 58-A of the Companies Act, 1956 and Directives of the Reserve Bank of India.

**(C) OTHER OBJECTS:-**

81. To act as executors, administrators and trustees, and to undertake and execute trusts of all kinds, whether private or public, including religious or charitable trusts and to carry on what is usually known as trustee and executor business, and in particular and without limiting the generality of the above, to act as judicial and custodian trustees, trustees for the holders of debentures and debenture-stock, and to act as managers, agents, guardian or property committees of the property of the incompetents, depositories, and generally to transact all kinds of trust or agency or managing or fiduciary business.
82. To receive moneys, securities and valuable of all kinds for deposits or for safe custody and to carry on the business of a safe deposit company.
83. To carry on the business as financiers, commercial agents, mortgage brokers, financial agents, advisors.
84. To carry on business as auctioneers, land and estate agents and rent collectors, brokers, valuers and finance brokers in respect of all classes of properties.
85. To carry on all or any of the businesses of theatre, music hall, concert hall, ball rooms, cinema and circus proprietors or agents, box office keepers, showmen, exhibitors, song music, play programmes and general publishers and printers, general painters and decorators, theatrical and musical agents, caterers for public and private amusements and entertainments of every descriptions either free of charges or otherwise.
86. To carry on the business of maintaining and establishing shops, arcades and other facilities and to carry on all or any of the business of drapers, silk mercers, furriers, haberdashers, hosiers, importers and wholesale and retail dealers of and in textile fabrics of all kinds milliners, dress-makers, tailors, hatters clothiers, outfitters, gloves, lace manufacturers and wholesale and retail dealers of and in leather goods, household furniture, ironmongery, turnery, and other household fittings, and utensils, ornaments, jewellery, plated goods, stationery and fancy goods, dealers in provisions, drugs, chemicals, perfumery, soaps and other

articles and commodities of personal and household use and consumption, or as required for adornment, recreation, and amusement, and generally of and in all manufactured goods, materials, provisions and produce.

87. To carry on the business of travel agents, tourist agents, banking insurance, forwarding and general agents, agents for operators of air, sea, land or inland, water way carriage undertakings, road transport owners and hirers, teachers or languages, periodicals and newspapers sellers, foreign correspondents and advertising agents, and generally to facilitate travelling and to provide for tourists and travellers or promote the provisions of facilities of every description and in particular by means of the booking of travel tickets and accommodation and hotel and lodging accommodations, providing guides, safe deposits, inquiry bureau and baggage transport, and arranging and operating tours.
88. To invest in, subsidise for, underwrite, apply for, take in exchange, purchase or otherwise acquire conditionally or unconditionally by original subscription, tender, contract, participation in, either with a view to investment or for resale, to hold, either as owner or agent, or by way of collateral security of otherwise, to sell, offer for public subscription or for sale, guarantee the sale or subscription or placing of, exchange, transfer, assign, convert or negotiate, dispose of, turn to account, deal in or contract with reference to, and to mortgage, hypothecate, charge, pledge, exchange, transfer, dispose of, and deal in any manner whatsoever, whether alone, jointly with others, or otherwise howsoever, shares, stocks, debentures, debenture-stocks, bonds, notes, obligations royalty rights, evidences of indebtedness, certificates, interest, mortgages and securities in any form or types issued, created or guaranteed, by or for any state or Central Government, public, quasi-public or private company, or governmental, semi-governmental, public, municipal or any other corporation, public body or authority, municipal, local or otherwise, financial institution, bank, association, firm, trust, partnership, society, entity, individual or otherwise howsoever, whether in India or elsewhere, and while the owner or holder thereof, to exercise and enforce all rights, powers and privileges conferred by or incidental to the ownership or holding thereof.
89. To carry on the business of estate investors, land developers, builders, contractors, erectors constructors, repairers of buildings, apartments, developers of co-operative housing societies, housing schemes, townships, structures, works and conveniences for residential, office, industrial commercial, educational, and cultural purposes and uses, and to contribute or otherwise assist or take part in the

construction, maintenance development, working, control and management of the same.

90. To purchase or sell for any persons any property; or house, buildings or lands or any part or portions thereof, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business or estate and house agents, house merchants, auctioneers, rent collectors and brokers in respect of all classes of properties.
91. To act as investment consultants on behalf of individuals, firms, associations, societies, companies and others in relation to stock, shares, bonds, securities, units, debentures, fixed and other deposits, estates, properties and other assets.
92. To act as agents for loan payment, transaction and collection of money, and for the purchase, sale and improvement, development and management of property including business concerns and undertakings.
93. To act as brokers for the issue of the shares of such companies and to act as transfer agents and as Registrar to the issue.
94. To carry on the business of financing the acquisition or construction of houses including the acquisition or development of plots of land in connection therewith.
95. To carry on business as consultants in computers, computers oriented systems, automatic test systems, all branches of management science, computer science, civil, electrical, electronic, mechanical, electro-mechanical, chemical optical, metallurgical and all other branches of engineering and to export and import technical know-how, services and equipments.
96. To render organisation development services, staff recruitment development and training services and assistance in equipment handling and establishing of systems and procedures including preparation/procurement of manuals of all kinds literature, business forms, and instruction sets, consultancy and operational services, relating to management, economic commercial, financial and technical in all fields of endeavours whether business, governmental, social educational or any other spheres and to render marketing, market research and development services.

97. To carry on the business of mechanical, civil, electronic, electrical, hydraulic, precision and general engineers, manufacturers of makers of machine tools, engineering tools or other tools of any nature whatsoever, working stock, iron, steel and metal implements, utensils and conveniences of all kinds and components thereof and accessories thereto, and machinery of whatever nature including, (but not limited to) machinery for drilling, reaming and/or tapping, machinery for metal sawing, machinery for boring, lathes of all kinds, fittings, boiler makers, iron founders, brass founders, smiths, fitters, mill-wrights, metal workers, iron and steel converters, iron and steel manufacturers, smelters or ore, salt refiners and iron structures of all kinds and component parts thereof and accessories thereto, and to buy sell, import, export, manufacture, repair, convert, let on hire, and deal in the said goods, and generally to carry on the said businesses in all their branches.
98. To carry on business as brass and iron founders, manufacturers and dealers in brass, copper, zinc, iron, wood or other mineral products, and as machinists and smiths; to manufacture, buy, sell and deal in goods, wares and merchandise made, processed or manufactured in whole or in part of copper, brass, iron, steel, zinc, wood or other mineral products, and to manufacture, buy, sell, and deal in hardware of all kinds, machines and supplies, accessories and parts of all kinds, to carry on the business of iron masters, manufacturers and rollers of steel and iron into all forms products, commodities or articles of every kind, iron and steel makers, iron and steel converters, tin plate and steel makers in all their respective branches; and to buy, sell and deal goods, wares and merchandise of all kinds.
99. To carry on all or any of the business of manufacturers of and dealers, in forging, casting and stampings of all metals, tools, bolts, nuts, nails, reverts hinges, hooks, handles, buckets, bath tubs, tanks, trunks, metal furniture, sewing machines, safes, chimneys, pipes, locks, dies, jigs, measuring tapes, automobile parts, agricultural implements, ornaments, guns and parts and components of all kinds of machinery.
100. To carry on all or any of the businesses of manufacturing processing and dealing in iron and steel, Ferro alloys, special steels aluminum, copper, lead, zinc and their alloys, and products, and of manufacturing and dealing in industrial machinery, boilers, internal combustion engines, ball rollers, and tapered bearings, tubes, cable, wires, pipes, cookers, printing machinery and textile machinery and their components and accessories.

101. To carry on all or any of the business of manufacturers or dealers in, hirers and repairers of machinery, equipment and appliances of all kinds and description including motors, batteries, dynamos, bulbs, armatures, magnets, conductors, insulators, transformers, converters, switch boards, air-conditioners refrigerators, domestic appliances, tape recorders, gramo-phones, records tapes and telecommunication equipment, and telephone equipment, and their components and accessories including transistors, resistors, condensers and coils.
102. To buy, sell, deal in and with and otherwise carry on the business of manufacturers o and dealers in harvesting, machinery, motors, engines, machinery, agricultural tools and implements of all kinds, including without limiting the generality of the foregoing, combines harvesting machine, threshing machines, ploughs, harrows, disks, cultivators and drills, and all materials, substances, appliances, tools, hardware and things required for, or incidental to the manufacture, preparation, adaptation, use or working thereof.
103. To carry on the business of processing, acquisition and interpretation of data, chart digitizing and the conversion of an analogar data to digital form, with the help of computers and interpreting and processing such data into useable forms, and to act as consultants and advisers of the petroleum prospecting and extracting industries both off shore and on short, and other users of such data, consultancy services and advice.
104. To carry on the business of manufacturer of, dealers in and exporters of scientific instruments, tools and apparatus used in geophysical operations and exploration.
105. To carry on the business of manufacturers of, dealers in and exporters of all kinds of computational or reprographic equipment, including data processing systems, computer systems, and other equipment and machinery.
106. To manufacture, assemble, buy, import, install, repair and service all kinds of computing machines, components, parts, tapes, cards, floppy discs, and other software and hardware, and materials necessary for the manufacture maintenance or operation of any of the aforesaid equipment.
107. To carry on all or any of the business of manufacturers, importers, exporters, dealers, assemblers and distributors, of plastic, P.V.C., H.D.P.E., Polypropylene, polyethylene and



other man-made synthetic and fibers, components, parts, shells, covers, cabinets modules and other items, equipment, articles and things of whatever kind and use for radios, radiograms, gramophones, tape recorders, television, audio and video cassettes, players and recorders video games, electronic toys, computers, electronic calculators, electronic typewriters, photocopiers, coolers, freezers of all kinds, ventilating and cooling plants, rooms coolers and air-conditioning of all kind and for domestic and household applications.

108. To carry on the business of geophysical, geological, seismic, industrial and management consultants, and to make geological, geophysical, seismic and other scientific and natural resource services, and to carry on experimental development, interpretative and commercial work, in connection therewith.
109. To manufacture, buy, sell, lease and operate any and all apparatus or machinery for the computing, processing, analysing, and interpretation of data, including computers, processing machines, digitizers, scanners, geophones, seismic recorders, and other apparatus.
110. To conduct and make studies and experiments by geological, geophysical, seismic, geochemical and other methods for and in connection with the discovery, exploration and exploitation of natural resources of all kinds, and for and in connection with industrial, engineering, construction, forestry, land development persons having business dealings with the Company, survey and engineering reports.
111. To prospect, explore, and drill for produce, accumulate purchase or otherwise acquire and hold, sell or otherwise dispose of, or deal in and with oil, petroleum, naphtha and natural gases and ores, metals, and minerals of all kinds, and to open drill, develop, work, improve maintain and manage oil, natural gas and other wells and mines of all kinds, and oil and other mineral properties in general, and as principals, agents and/or contractors, and either solely or jointly with others, to reduce, smelt, amalgamate, refine and otherwise treat, ores, metals and minerals of all kinds.
112. To carry on all or any of the business of prospecting, exploring, opening and working mines, drill and sink shafts or well, and pump refine, raise, dig, and quarry for oil, petroleum, gold, silver, diamonds, precious stones, coal, earth, limestone, iron, aluminium, titanium, vanadium, mica, apalite, chrome, copper, gypsum, lead, manganese, molybdenum, nickel, platinum, uranium, rutile, sulphur, tin,

zinc, zircon, bauxite and tungsten, and other ores and minerals.

113. To drill as contract drillers, or as a principal or participant oil and/or natural gas wells or any other type of well, and to supply services relating to the drilling or completion of oil or natural gas wells or any other types of wells, including consulting services.
114. To search for, drill for, win, get for, dredge, raise, crush, wash, pump, smelt, roast, assay, refine, distill, process, analyse, extract, reduce, amalgamate, blend compound, manipulate, compress, absorb, convert, produce, manufacture, treat and prepare for market, store, tank, warehouse, transport, pipe, convey, import, export, sell, buy exchange, distribute, barter and otherwise treat and deal in salt, gold, silver, nickel, copper, iron, steel, manganese, cobalt, coal, coke, platinum palladium, sodium and ores, metals and minerals of all kinds, vegetable animal and mineral substances and matters of all kinds and all products, by-products and derivatives of all or any of the foregoing.
115. To provide necessary financial assistance for comprehensive preliminary investigations, innovations and research of industrial and commercial proposals, and requisite working capital, when these investigations, innovation and research eventuate in the establishment of industrial and commercial organisations on a commercial basis.
116. To buy and sell new and used motor vehicles, parts of such vehicles, accessories, supplies, motorcycles, motor boats, hydrofoils and all kinds of machinery, rubber goods, electrical goods, to operate motor transport of all kinds, including the leasing or hiring for any period or number of journeys and cars, lorries, trucks, tractors, boats, hydrofoils, and vehicles used in the repair of such vehicles.'
117. To carry on all or any of the business of manufacturers, dealers in, hirers, repairers and warehouses of cars, lorries, buses, coaches, van, cycles, tractors, motor cycles scooters, wagons, locomotives, earth moving equipments, ships, boats, barges, trawlers, submarines and all craft, vehicles and vessels of every description, and the components and accessories.
118. To purchase, hire, lease, manufacture, produce or otherwise acquire, hold, own, use, export, import, exhibit, sell, exchange, rent, licence the use of, and otherwise deal in and with films, including moving pictures, photographic negatives,

positives, lanterns, slides, prints and pictures by whatever process produced, and chemicals, materials, appliances, apparatus, cameras, stereoscopes, projecting machines, lenses and any and every other articles, used or believed to be useful in the taking of, production, exhibition, use or disposition of films, pictures, whether moving or otherwise, photographs and kindred articles.

119. To carry on business as promoters, organisers, managers, conductors and operators of amusement parks, all kinds of entertainment, sports, recreations and amusements, whether indoor or outdoor, including funfairs, exhibitions, discos and games, competitions, tournaments, concerts, cinematograph and television performances, stage and variety shows, aquatic and equestrian events, pyrotechnic serial and spectacular displays, dancing, skating and other forms and types of like enterprises, either jointly with others or separately.
120. To manufacture, fabricate, produce, prepare, process and finish, import, export, buy, sell, estimate and carry on business or deal in cubic zirconium, yag, other crystals natural genuine, synthetic and/or imitation stones by growth of various chemicals, substances and oxides.
121. To act, polish process, fabricate, set, convert, mine, or otherwise, acquire, hold, buy, sell, exchange, barter, distribute or otherwise dispose of, trade, deal in and deal with, import, export of gems, crystals, diamonds, beads, emeralds, rubies, sapphires, pearls, rough stones, precious semi-precious, synthetic, real stones, metals and items including jewellery containing the foregoing stones.
122. To carry on the business of furnishing amusement to the public, to carry on and operate stadia, circuses, race-courses, amusement parks, theatres, exhibitions and performances of all kinds, of races, and for the drilling or reviewing of troops and for any kinds of athletic sports and games, including boxing, wrestling, baseball, cricket, curling, tennis, polo, lacrosse or any other kind of amusement, recreation, sport and entertainment, and to construct, grandstands, arenas, booths, stabling for horses, paddocks, garages, hangars, buildings and convenience whether of a permanent or temporary nature.
123. To carry on the business of photographers and reproducers of pictures and to act as artists and commercial artists; and to buy, sell (at wholesale and retail), and deal in and with articles and materials of every kind and nature, used in or connected with the science or art of optics, or any art or

science allied to or connected with said arts or sciences, including photographic materials, goods and supplies of every kind, description and nature, cameras, lenses, finders and adjuncts of all kinds, to cameras, photographic films, dry plates, frames, cards, lanterns, microscopes, graphoscopes, chemicals, albumen, albumenised paper, photographic, printing paper, and every kind and grade of paper, and articles, chemicals, apparatus, machines and devices and useful in the manufacture of films, or cameras, and all other materials, articles, goods, wares, and merchandise used in or in connection with the art or science of photography and photo engraving or optics, or in any way allied to or connected with such arts or sciences.

124. To carry on business as distributors of, buyers, sellers, merchants, and dealers in cinematograph films, records, tapes and all other apparatus for recording events by means of light and sound and all rights to produce, distribute or exhibit as show, entertainment or event by means of films, records or such other apparatus as aforesaid.
125. To act as agent for any individual, firm or corporation, having advertising space, rights, privileges, franchise, or other business to be leased, disposed of, done or undertaken.
126. To carry on the business of a general advertising agency in all its branches, including advertising in newspapers, magazines and all other publications, street, cars, buses, and subways, murals, bill posting, fence painting and sign advertising by radio, television night illumination pamphlets, signs, smoke, lights or any other means.
127. To print, publish, buy and sell books, newspapers, magazines or periodicals, and to carry on printing publishing binding, engraving, lithographing electrotyping and stereotyping business.
128. To carry on the business of distributors, importers, exporters, jobbers, dealers (at wholesale or retail) of and in books, magazines, newspapers, and periodicals, of all kinds, and in any and all things appertaining thereto, and in stationery, gifts, toys and sundry supplies of all kinds.
129. To carry on business of manufacture, fabricate, assemble, programme, alter, modify, buy, sell, export, import, give or take on lease, give or take on hire purchase or on deferred credits, or on licence, service, consultancy, repair or otherwise deal in any other manner in all kinds and descriptions of electronic, electro-mechanical and electrical

goods, products, apparatus, devices, equipments, materials, gadgets, components, systems and accessories (whether for industrial business, consumer or house-hold use or otherwise), including without limiting the generality thereof television sets and tubes, radio sets, accounting and business machines, entertainment and utility equipment, communications equipment, recording equipment, data and word processing equipment, space research equipment, telegraphic and telephonic equipment, microwave equipment, master equipment, ultrasonic equipment, sound equipment, testing equipment, cooling and ventilating equipment, audio and video recorders, integrated and other circuits, encoders, decoders, watches, public address systems, recognition and memory systems, industrial control systems, remote control systems high frequency apparatus, signal generators, power suppliers, robots, all kinds of photographic photoelectric, medical analytical and all kinds of instruments, electro mechanical and electrical parts, typewriters, dictating machines, calculators, timers, cameras, lamps copies records and cassettes, rectifiers, conductors, semiconductors, resistors, capacitors, transistors diodes, crystals, ferrites, condensers, transformers, receivers, display devices, magnetic material, silicon chips, computers, terminal products, tapes, discs, fittings, switches and all hardware, software and peripherals thereto.

130. To carry on and undertake the business of finance, trading, hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, importing, indenting, exporting, hiring or letting on hire all kinds of plant, machinery and equipments and to finance and assist in financing for hire purchase, deferred payment and similar transactions and to finance, subsidise and assist in subsidising the sale and maintenance of goods, articles, assets of all kinds and description, and to purchase sell or otherwise deal in types of moveable & immoveable property, including land and buildings plant and machinery shares, securities, vehicles, air-crafts, ships computers, mechanical and scientific apparatus and all industrial, consumer and commercial items and to lease or otherwise deal with them in any manner including resale transactions and to provide leasing advisory counseling services.
131. To carry on the business of financiers and in particular portfolio management, investment planning and to carry on the business of managing other leasing finance companies and to carry on the business of factoring and to carry on the business as commercial agents, mortgage brokers, financial agents and advisers.
132. To carry on the business of an investment company and to underwrite, subscribe, purchase, or otherwise, acquire, invest

in, hold, sell, mortgage pledge or otherwise dispose of or exchange and deal in stocks, shares, debentures, debenture-stocks, bonds of corporation or companies, obligations or securities if any government or public authority, municipal local or otherwise, or other interest in any other company including moveable or immoveable property of any kind, whether in India or abroad, and to act as brokers, therefore and to receive commission in cash or kind for such services, and to provide and to deal in all kinds, of financial documents like commercial paper, bills or exchange, hundies, I.O.U'S promissory notes and other negotiable instruments including bill discounting etc.

133. To acquire and exploit agencies from any person, firm or company, and to carry on the business of selling or purchasing agents, and to take up and exploit sole agencies; to act as mercantile agents, manufacturers representatives, muddadums and brokers, and to transact every kind of agency business, and to act as commission agents.
134. To carry on the business of representing persons, firms and corporations engaged in any branch if the business of insurance, and to accept or pay any commission or other remuneration for services in connection therewith.
135. To manufacture, buy, sell, import, export, and deal in and with all kinds of chemicals and allied substances, pharmaceutical, medical and other preparations and articles, patent and proprietary medicines and all other goods and articles, pertaining to the chemical business and to deal in drugs and medicines, and to buy, sell manufacture, import, export, and otherwise deal in and with, both at wholesale and retail, goods, wares and merchandise of every kind and description and to carry on a general manufacturing trading and commercial business.
136. To carry on business as manufacturer, importer and exporter of and dealers in chemicals, insecticides, herbicides, fungicides, fertilizers and agricultural chemical products of every description.
137. To carry on the business of manufacturers, importers, exporters, retailers, and dealers of and in medical, medicinal, surgical, dental, anatomical, orthopaedical, obstetric contraceptive, gynaecological, veterinary, chemical, electrical, photographic, scientific and industrial apparatus, appliances, machinery, articles, compounds, preparations, materials and requisites of all kinds, and of cements, oils, paints, pigments varnishes, drugs, dye-wares, essences, essential oils, ingredients for aerated or mineral waters and

other drinks, soaps, cosmetics, perfumes, soap flavourings, toilet requisites and preparations, disinfectants and antiseptics, and of cordials, liquors, soups, broths and their restoratives, and goods suitable or considered to be suitable for invalids and convalescents, and of boxes, cartons, and cases from any substance or material of whatsoever nature.

138. To produce, import, export, purchase, sell and otherwise deal in drugs, chemicals, medicines, proprietary medicines, alcohol, surgical apparatus, physicians' and hospital supplies and all kinds of medicinal, chemical, pharmaceutical and other preparations and in goods, wares and merchandise of every class and description.
139. To manufacture, refine, import, buy, sell and deal in pharmaceutical, herbal, bacteriological and biological products and preparations of all kinds, drugs, medicines, and chemicals of all descriptions, toilet article and cosmetic and all substances, apparatus and things.
140. To carry on all or any of the business of manufacturers of and dealers in organic and inorganic chemicals, petrochemicals, fertilizers manures, pesticides, soda ash, caustic soda, calcium, carbide, ethyl, alcohol, coal-tar, medicine, ointment, essences, acids, toilet requisites, soaps, detergents, cosmetics, perfumes, dyes, paints, colours, pigments, varnishes, inks, explosives, ammunition, fuels, oils, greases, lubricants, vegetable oils and cotton seeds oils.
141. To manufacture, bake, buy, sell, import, export, and otherwise deal in and with all kinds of biscuits, breads, cakes and confectionery, and to carry on the business of manufacturers of and wholesale and retail dealers in all kinds and food products, and all articles and material used in such business, and all products and by-products of such articles and materials.
142. To engage in and carry on all or any of the business of manufacturers, bottlers, importers, exporters and distributors of and dealers in all kinds of non-intoxicating and non-alcoholic beverages, including aerated and mineral water, soda water and soda fountain supplies and, in connection therewith, to manufacture, buy, sell import, export, distribute and otherwise deal in and with extracts, flavours, essences, fruit syrups and any similar syrups and condiments and chemicals.
143. To carry on business as a manufacturer and producer of, shippers and dealers in all kinds of canned goods,

condiments, pickles, jams, jellies, preserves, table delicacies, grocers, sundries and supplies, and prepared meats or goods; to carry on business as a grower, shipper, exporters, importers and dealers in seeds, farm, garden and dairy produce, and all other food products, and to establish stores, agencies, depots and other markets for the same of the products of the Company, to carry on the business of ware housemen, including the operation of cold storage warehouses or plants; and to manufacture and deal in cans, boxes, jars, containers, labels, wrappers and canners, suppliers of all kinds.

144. To manufacture, assemble, buy, sell, produce and deal in and with goods, wares and merchandise of all kinds and descriptions, together with all materials which may be used in connection therewith or form component parts thereof, and to purchase, construct, acquire, maintain and operate factories, mills or plants which may be required in connection therewith.
145. To carry on in any or all of its branches, the business of farming and gardening, and to breed, raise, keep develop train, show, race, purchase, sell and otherwise deal in and with, horses, cattle and livestock of all kinds.
146. To carry on the business of cattle-keepers, livestock breeders of every variety of animal, whether bred as pedigree stock, or for the purpose of its sale, as meat poultry, hides or fur.
147. To carry on the business of poultry farmers, including the erection or purchase of groiler houses and the sale by wholesale or retail of live and dead poultry and of eggs.
148. To carry on the business of arable and fruit farmers, millers and manufacturers of cereal products, and the sale by wholesale or retail, of live and dead poultry and of eggs.
149. To carry on general fishing business, and to catch, cure dry, deal in and with fish, and all other products of the seas, rivers, lakes, and smoke, preserve, can, pack, treat, produce, buy and sell by-products thereof.
150. To carry on business as wood and timer merchants, importers, growers, brokers, factors, agents and dealers, saw mill proprietors, sandblast workers, wood carvers, jointers, carpenters, turners, painters, decorators, shop and office outfitters, and general contractors.



151. To carry on business as manufacturers of and dealers in plywood, hardboard, wood blocks for flooring and other purposes, boxes, windows, doors, wood pulp, wood-wool, masts, spares, derricks, sleepers, tool handles, panelling, woodwork, furniture and articles of all descriptions, wholly or partly made from wood, bricks, cement, stone, tiles and builders, materials suppliers and equipment of all descriptions.
152. To buy, sell, manufacture, repair, import or export, and deal in metal window frames, metal doors, aluminium casements, and in all kinds of metal and allied products, in connection with the business aforesaid, to engage in and carry on all or any of the business of contractors and builders for and in the construction, erection repaired, alteration, maintenance and operation of public and private works of whatsoever nature or kind.
153. To manufacture, buy, sell, import, export or exchange and to deal in and with (at wholesale and retail) all kinds of fuel, including without limiting the generality of the foregoing, coal coke, wood, peat, lignite, petroleum, oil natural and artificial gas and by-products thereof, and chemicals of all kinds.
154. To carry on all or any of the business of manufacturers of and dealers in glass, glass products, including sheet and plate, glass, optical glass, glass wool, laboratory ware bottles, jars, containers, thermos-bottles, enamelware and receptacles of all kinds.
155. To carry on the business of manufacturer, producer and merchant of and dealers in glass of all kinds including, without limiting the generality of the foregoing, splinter less, reinforced, safety, protected, compound and non-breakable glass, and all materials used in the production thereof, and to carry out all process in connection therewith, including bending polishing, bevelling, embossing, staining, sandblasting, silvering, cutting, engraving, lead glazing annealing, reinforcing, compounding, armouring and like processes.
156. To carry on business as bone dealers and crushers and manufacturers of, and dealers in ossein, geletine, dicalcium, phosphate, glues, bone meal, fish and all kinds of protein chemicals and products, and to render advisory and consultancy services in respect of any of the aforesaid business.

157. To carry on business as jewellers, gold and silver smiths, dealers in china, curios, vintage articles, coins, medals, bullion and precious stones, and as manufacturers of and dealers in gold and silver plate, plated articles, chronometers, and optical and scientific instruments and appliances of every description, and as bankers, commission agents and general merchants.
158. To carry on all or any of the business of spinners, weavers, cloth manufacturers, furriers, hosiers, dress-makers, tailors, hatters, outfitters, glovers, shoe makers, carpet makers of jute goods, and umbrellas.
159. To manufacture, buy, sell and otherwise acquire, equip, set up, repair, deal in and with pumps, drills, engines, boilers, power plant equipment, hydraulic equipment of all kinds, electric, mining and industrial machinery and equipment, tools, implements of all kinds, and generally to buy sell, exchange and otherwise deal in all materials, metals and articles used in the manufacture, operation and repair of such property or any of the same.
160. To purchase, take on lease, or otherwise acquire any mines, mining rights and lands and any interests therein, and to explore work, exercise, develop and turn to account the same, to quarry. Smelt, refine, dress, amalgamate and prepare for market, ore, metal and mineral substances of all kinds, to buy, sell, manufacture and otherwise deal in minerals, plant, machinery, implements, conveniences, provisions and things capable of being used in connection with mining operations.
161. To manufacture, buy, sell, process and sell in and with (both at wholesale and retail) plastics and chemicals, and plastic substances of all kinds and goods, wares and merchandise, of which plastic forms any part.
162. To carry on, all or any of the business of manufacturers, purchasers, sellers, developers of and dealers, in plastic products, such as rollers used for duplicating, printing, textiles, industrial, and domestic machines, plastic compounds plastic coating materials, consumer products using thermosetting and thermoplastic raw materials particularly polyvinyl chloride.
163. To carry on the business of manufacturer of injection moulding machines, engraving machines, dye-sinking

machines, plastic extruders, machinery, implements, and tools of every descriptions.

164. To carry on the business of plumbers and manufacturer and contractors for plumbing and sanitary fixtures and supplies, heating and ventilating plant and supplies, pipes, fittings, apparatus and repairs for heat, light gas or water suppliers and the business of general contractors and builders.
165. To manufacture, produce, adopt, prepare, distribute, import, export, sell, buy, process and otherwise trade and deal in, either as principal or agent, and either at wholesale or retail, rubber, both natural and synthetic compounds thereof, substitutes therefore, substances having properties or uses similar thereto, and all articles, goods, wares, merchandise, products, appliances and supplies of every kind and description, produced in whole or in part therefrom, or in which rubber or any similar substances is or may be used, and the various materials entering into the manufacture of any and all such products and all by-products.
166. To carry on a general ship building business, and to build, lease, construct, own operate, charter, maintain, buy sell and otherwise, deal with (and to mortgage, charge or otherwise encumber, and to sell or otherwise dispose of) ships, vessels, and boats of every type, class or kind whatsoever, together with all materials, articles tools, machinery and appliances entering into or suitable and convenient for the construction or equipment thereof together with engines, boilers, machinery and appurtenances of all kinds, and tackle and furniture of all kinds; to construct, lease, purchase or otherwise acquire and own and use, such docks, piers, warehouses and other terminal facilities, machinery, plant, equipment and works and conveniences and may be convenient and necessary for the business of the Company.
167. To purchase or otherwise acquire, import, export, manufacture, refine, distribute, market, sell or otherwise dispose of and generally deal and trade in and with (either at wholesale or retail), soap and soap products of all kinds, any and all cleaning renovating, washing, decorator zing, disinfecting, polishing, dyeing, bleaching and finishing, compounds, powers, soaps, detergents, starches, polishes, solutions, mixtures, liquids, Articles, products, materials, supplies, preparations and other substances, derivations and by-products thereof of all kinds.
168. To own, construct, takeover, manage, operate, carry on the business of supply of food by catering, contract and home deliveries, restaurants, canteens, flight kitchens, parlours,

soda fountains, fast-food outlets, cafes, bars, hotels, motels, resorts, hostels, inns, boarding and lodging housekeepers in India or any other part of the world.

169. To manufacture, import, export, sell or purchase chemicals and coating materials.
170. To carry on business as manufacturers of, and dealers (both wholesale and retail), in paints of all kinds, varnish, enamel, polish lacquer, shellac, cellulose, pigments, compositions, oils, colours, wash, putty, whitewash, white lead, distemper, wallpapers, earthenware brushes, iron, tin, hollow-ware, hardware, and all articles of household, shop or office use or ornaments.
171. To carry on the business as licensed victuallers, wine, beer and spirit merchants, brewers, malsters, distillers, imputers and manufacturers of aerated mineral and artificial waters and other drinks, purveyors, milk and snack bar proprietors, caterers for public amusements coach, cab, carriage and motor car proprietors, livery stable keepers and garage keepers, job-masters, farmers, dairymen, ice and ice-cream merchants, importers, and brokers food, live and dead stock, and colonial and foreign produce of all descriptions, hair-dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, shopping arcades, grounds and places of amusements, recreation, sport, entertainment and instruction all kinds tobacco and cigar merchants, agents for railway, airlines and shipping companies and carriers, couriers theatrical and opera box office proprietors, entrepreneurs and general agents, and any other business which can be conveniently carried on in connection therewith.
172. To engage in and carry on in all or any of their respective branches, all or any of the business of industrial, and management consultants.
173. To carry on in all of their respective branches the business of providing and furnishing to individuals and to commercial, professional industrial and other firms, businesses, associations and corporations of all kinds, and to governments and municipalities and their agencies, and commission (i) temporary or permanent, stenographic, clerical and other office personnel and technical, professional and other managerial, administrative, and executive personnel and (ii) consulting and personal services of all kinds.

174. To carry on business of advisers on problems relating to the administration and organisation of industry and business, and the training of personnel for industry and business, and to carry on all or any of the business of industrial, business, and personnel consultants, and of all systems or processes relating to production, storage, distribution and marketing and sale of goods, and or relating to the rendering of services.
175. To engage in research into all problems relating to personnel, industrial and business management distribution, marketing and selling, and collect, prepare and distribute information and statistics too any type of business or industry.
176. To carry on business as office managers, messengers, couriers, telephone operators, forwarding agents and commercial agents, and to provide a telephone answering service for subscribers and others, and provide services in connection with the reception and forwarding of messages and information by letter, radio and by any means whatsoever.
177. To carry on the business of agriculture, farming, horticulture, in all their branches, including to raise, plant cultivate, grow, produce, buy, sell, import, export, and otherwise trade or deal in and with trees plants, vines, seeds, roots, flowers, fruits, of them, and to carry on the business of exporting and importing vegetables, grains, garden produce, and products of every description, and all kinds of food products and by-products of the soil.
178. To carry on the business of surveying, preparing building, sites, laying out, designing, building, constructing reconstructing, executing, equipping, improving, pulling down, erecting, altering, improving, enlarging, repairing, replacing, developing, decorating, furnishing, filling up, maintaining, administering, managing, controlling works and conveniences of all kinds and types whether for any Government, public body, local authority, company, firm, society, association, group of persons or individuals, including hotels, clubs, restaurants, baths, places of worship, places of amusement, reading rooms, flats, houses, factories, mills, stores, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns, dams, bunds, canals, bridges, irrigation works, water works, gas works power houses or stations, reservoirs and also streets, roads, squares, pleasure grounds, parks, gardens and other works and conveniences.
179. To carry on the business of builders and contractors, reinforced cement concrete specialities, civil, mechanical,

and electrical engineers, architects, surveyors estimates, plumbers, decorators, and designers in all their respective branches.

180. To buy, sell, make, manufacture, repair, convert, alter, manipulate, treat, exchange, let or take on hire, export, import and deal in various kinds or articles and things which may be required for the purpose, stone, sand, lime, bricks, timber, hardware, cement, tiles, pipes, doors, windows, shutters, doors and window frames, electrical and plumbing materials, machinery equipments apparatus and tools and other requisites of builders and constructors,
181. To carry on business as importers, exporters, buyers and sellers of and merchants and dealers in and manufacturers of merchandise goods, materials and machinery, spare parts, accessories other equipment moveable and immoveable property articles, raw materials rights in any property vehicles, and heriditaments.
182. To hold, administer, sell, realise, invest, dispose of and deal with the moneys and property, both real and personal, and carry on, manage, sell, realise, dispose of and deal with any business, comprised or included in any estate or which the Company is executor or administrator, or in any trust of which the company is the trustee, or of which the Company is administrator, manager or agent.
183. To make deposits, enter into recognizance, bonds and otherwise give security for the execution of the offices and performance of the duties of executors, administrators and trustees, managers.
184. To carry on business of manufacturing, processing, sale, purchase, import, export, dealer, consigners of all kinds of rough, cut, and polished diamonds, emeralds, rubies, pearls, saphaires and other precious, semi precious and synthetic stones, gold, silver, platinum and other precious metals, jewellery and ornaments of precious metals.
185. To act as technical consultants in India and abroad for industries of diamond, emeralds, rubies, pearls, sapharies, and other precious, semi precious and synthetic stones, gold, silver, platinum and other precious metals, jewellery and Ornaments, of precious metals and supply products or equipments, designs, processes or such other things deemed to be necessary for giving the technical know how.

186. To acquire and run any industrial concern, workshops, mills, factories, show rooms and offices relating to the business as the Company may deem fit.

IV. The liability of the members is limited.

V. The Authorised share capital of the company is Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000/- (One Crore Eighty Lakhs) equity shares of Rs.10/- (Rupees ten only) each. The company has power, from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privilege or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the company or the legislative provisions for the time being in force in that behalf.

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We the several persons whose names and addresses are subscribed below are desirous of being formed into a company in pursuance to this (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.

Name, Address and Descriptions of the Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, Address and description of Witness
1) Anand Agarwal 26, N.D. Road, Sudhakar 1 <sup>st</sup> Floor, Bombay – 400 006. Business. S/o, Shri Kishorilal Agarwal	10	Sd/-	
2) Kishorilal Agarwal 26, N.D. Road, Sudhakar, 1 <sup>st</sup> Floor, Mumbai – 400 006. Business S/o, Shri Ramgopal Agarwal	10	Sd/-	
3) Shalini Agarwal 32, N.D. Road, Benhar, 18 <sup>th</sup> Floor, Mumbai - 400 006. Housewife. W/o. Shri Pavan Agarwal	10	Sd/-	Witness to all Sd/- Anil Kumar Chaturvedi S/o. Shri Ravindranath Chaturvedi Occupation: Chartered Accountant
4) Pavan Agarwal 32, N.D. Road, Benhar, 18 <sup>th</sup> Floor, Mumbai -400 006. Business S/o. Shri Kishorilal Agarwal	10	Sd/-	81, Mittal Chambers, 228, Nariman Point; Mumbai
5) Rajendra Agarwal 32, N.D. Road, Benhar, 18 <sup>th</sup> Floor, Mumbai -400 006. Business S/o. Shri Kishorilal Agarwal	10	Sd/-	
6) Pramila Agarwal 26, N.D. Road, Sudhakar – 1 <sup>st</sup> Floor, Mumbai – 400 006. Housewife. W/o. Shri Anand Agarwal	10	Sd/-	
7) Govind Agarwal 32, N.D. Road, Benhar, 18 <sup>th</sup> Floor, Mumbai – 400 006. Business. S/o. Shri Kishorilal Agarwal	10	Sd/-	
Total	70		



THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
(Incorporated under the Companies Act, 1956)

**\*ARTICLES OF ASSOCIATION  
OF  
SUDITI INDUSTRIES LIMITED**

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the annual general meeting of the Company held on **29th September, 2015** in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

TABLE 'F' EXCLUDED

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| 1.  | (1) The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.   | Table 'F' not to apply                   |
| (2) | The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles. | Company to be governed by these Articles |

Interpretation

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| 2.  | (1) In these Articles —  |  |
|     | (a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable. | "Act"  |
|     | (b) "Articles" means these articles of association of the Company or as altered from time to time.   | "Articles"   |
|     | (c) "Board of Directors" or "Board", means the collective body of the directors of the Company.  | "Board of Directors" or "Board"                                    |
|     | (d) "Company" means <b>Suditi Industries Limited</b>   | "Company"  |
|     | (e) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.   | "Rules"  |
|     | (f) "seal" means the common seal of the Company.   | "Seal"   |
| (2) | Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.  | "Number" and "Gender"  |
| (3) | Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.  | Expressions in the Articles to bear the same meaning as in the Act |

### Share capital and variation of rights

Shares under control of Board	3.	Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board 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 and at such time as they may from time to time think fit.
Directors may allot shares otherwise than for cash	4.	Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
Kinds of Share Capital	5.	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: (a) Equity share capital: (i) with voting rights; and / or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and (b) Preference share capital
Issue of certificate	6.	(1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide - (a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.
Certificate to bear seal	(2)	Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
One certificate for shares held jointly	(3)	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
Option to receive share certificate or hold shares with depository	7.	A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.

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| 8.      | If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board. | Issue of new certificate in place of one defaced, lost or destroyed                         |
| 9.      | The provisions of the foregoing Articles relating to issue of certificates shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.   | Provisions as to issue of certificates to apply <i>mutatis mutandis</i> to debentures, etc. |
| 10. (1) | The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.  | Power to pay commission in connection with securities issued                                |
| (2)     | The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.   | Rate of commission in accordance with Rules   |
| (3)     | The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.  | Mode of payment of commission   |
| 11. (1) | If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.  | Variation of members' rights  |
| (2)     | To every such separate meeting, the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply.  | Provisions as to general meetings to apply <i>mutatis mutandis</i> to each meeting          |
| 12.     | The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.   | Issue of further shares not to affect rights of existing members                            |
| 13.     | Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.   | Power to issue redeemable preference shares   |

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| Further issue of share capital  | 14. (1) | The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to -   |
|                                 |         | (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or |
|                                 |         | (b) employees under any scheme of employees' stock option; or  |
|                                 |         | (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.   |
| Mode of further issue of shares | (2)     | A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.  |

### **Lien**

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| Company's lien on shares               | 15. (1) | The Company shall have a first and paramount lien -  |
|  |         | (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and   |
|  |         | (b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:   |
|  |         | Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.   |
| Lien to extend to dividends, etc.      | (2)     | The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.   |
| Waiver of lien in case of registration | (3)     | Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.  |
| As to enforcing lien by sale           | 16.     | The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:<br>Provided that no sale shall be made—  |
|  |         | (a) unless a sum in respect of which the lien exists is presently payable; or  |
|  |         | (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise. |
| Validity of sale                       | 17. (1) | To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.   |
| Purchaser to be registered holder      | (2)     | The purchaser shall be registered as the holder of the shares comprised in any such transfer.  |

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| (3)     | The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.  | Validity of Company's receipt  |
| (4)     | The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.  | Purchaser not affected   |
| 18. (1) | The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.  | Application of proceeds of sale  |
| (2)     | The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.   | Payment of residual money  |
| 19.     | In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim. | Outsider's lien not to affect Company's lien                               |
| 20.     | The provisions of these Articles relating to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.  | Provisions as to lien to apply <i>mutatis mutandis</i> to debentures, etc. |

#### **Calls on shares**

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| 21. (1) | The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. | Board may make calls                        |
| (2)     | Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.  | Notice of call                              |
| (3)     | The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.   | Board may extend time for payment           |
| (4)     | A call may be revoked or postponed at the discretion of the Board.   | Revocation or postponement of call          |
| 22.     | A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.   | Call to take effect from date of resolution |
| 23.     | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.  | Liability of joint holders of shares        |

When interest on call or instalment payable	24. (1)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the “due date”), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.
Board may waive interest	(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.
Sums deemed to be calls	25. (1)	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
Effect of non-payment of sums	(2)	In case of non-payment of such sum, 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.
Payment in anticipation of calls may carry interest	26.	The Board - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.
Instalments on shares to be duly paid	27.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
Calls on shares of same class to be on uniform basis	28.	All calls shall be made on a uniform basis on all shares falling under the same class.  <i>Explanation:</i> Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
Partial payment not to preclude forfeiture	29.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.
Provisions as to calls to apply <i>mutatis mutandis</i> to debentures, etc.	30.	The provisions of these Articles relating to calls shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.

### Transfer of shares

31. (1) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee. Instrument of transfer to be executed by transferor and transferee
- (2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
32. The Board may, subject to the right of appeal conferred by the Act decline to register - Board may refuse to register transfer
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the Company has a lien.
33. In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless - Board may decline to recognise instrument of transfer
- (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
34. On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Transfer of shares when suspended
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
35. The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company. Provisions as to transfer of shares to apply *mutatis mutandis* to debentures, etc.

### Transmission of shares

36. (1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares. Title to shares on death of a member
- (2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons. Estate of deceased member liable
37. (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either - Transmission Clause
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.

Board's right unaffected	(2)	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
Indemnity to the Company	(3)	The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
Right to election of holder of share	38. (1)	If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
Manner of testifying election	(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
Limitations applicable to notice	(3)	All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
Claimant to be entitled to same advantage	39.	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:  Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
Provisions as to transmission to apply <i>mutatis mutandis</i> to debentures, etc.	40.	The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.

#### **Forfeiture of shares**

If call or instalment not paid notice must be given	41.	If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
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| 42. | The notice aforesaid shall:  | Form of notice  |
|     | (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and  |   |
|     | (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.   |   |
| 43. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.   | In default of payment of shares to be forfeited                           |
| 44. | Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture. | Receipt of part amount or grant of indulgence not to affect forfeiture    |
| 45. | When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.   | Entry of forfeiture in register of members                                |
| 46. | The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.   | Effect of forfeiture  |
| 47. | (1) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.  | Forfeited shares may be sold, etc.  |
|     | (2) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.  | Cancellation of forfeiture  |
| 48. | (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.  | Members still liable to pay money owing at the time of forfeiture         |
|     | (2) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.   | Member still liable to pay money owing at time of forfeiture and interest |

Cesser of liability	(3)	The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
Certificate of forfeiture	49. (1)	A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
Title of purchaser and transferee of forfeited shares	(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
Transferee to be registered as holder	(3)	The transferee shall thereupon be registered as the holder of the share; and
Transferee not affected	(4)	The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
Validity of sales	50.	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
Cancellation of share certificate in respect of forfeited shares	51.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
Surrender of share certificates	52.	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
Sums deemed to be calls	53.	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
Provisions as to forfeiture of shares to apply <i>mutatis mutandis</i> to debentures, etc.	54.	The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.

### Alteration of capital

55. Subject to the provisions of the Act, the Company may, by ordinary resolution - Power to alter share capital
- (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
  - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:  
Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;
  - (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
56. Where shares are converted into stock: Shares may be converted into stock
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:  
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;
  - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
  - (c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/“member” shall include “stock” and “stock-holder” respectively.
57. The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, — Reduction of capital
- (a) its share capital; and/or
  - (b) any capital redemption reserve account; and/or
  - (c) any securities premium account; and/or
  - (d) any other reserve in the nature of share capital.

## Joint Holders

Joint-holders	58.	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:
Liability of Joint-holders		(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
Death of one or more joint-holders		(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
Receipt of one sufficient		(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
Delivery of certificate and giving of notice to first named holder		(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
Vote of joint-holders		(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.
Executors or administrators as joint holders		(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
Provisions as to joint holders as to shares to apply <i>mutatis mutandis</i> to debentures, etc.		(f) The provisions of these Articles relating to joint holders of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company registered in joint names.

### Capitalisation of profits

59. (1) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve — Capitalisation
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards : Sum how applied
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).
- (3) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
60. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall - Powers of the Board  
for capitalisation
- (a) make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
  - (b) generally do all acts and things required to give effect thereto.
- (2) The Board shall have power— Board's power to issue fractional certificate/coupon etc.
- (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on such members. Agreement binding on members

### **Buy-back of shares**

- Buy-back of shares 61. Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

### **General meetings**

- Extraordinary general meeting 62. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- Powers of Board to call extraordinary general meeting 63. The Board may, whenever it thinks fit, call an extraordinary general meeting.

### **Proceedings at general meetings**

- Presence of Quorum 64. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- Business confined to election of Chairperson whilst chair vacant (2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
- Quorum for general meeting (3) The quorum for a general meeting shall be as provided in the Act.
- Chairperson of the meetings 65. The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.
- Directors to elect a Chairperson 66. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- Members to elect a Chairperson 67. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.
- Casting vote of Chairperson at general meeting 68. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
- Minutes of proceedings of meetings and resolutions passed by postal ballot 69. (1) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.

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| <p>(2) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting -</p> <p>(a) is, or could reasonably be regarded, as defamatory of any person; or</p> <p>(b) is irrelevant or immaterial to the proceedings; or</p> <p>(c) is detrimental to the interests of the Company.</p> <p>(3) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.</p> <p>(4) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.</p>  | <p>Certain matters not to be included in Minutes</p> <p>Discretion of Chairperson in relation to Minutes</p> <p>Minutes to be evidence</p> |
| <p>70. (1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:</p> <p>(a) be kept at the registered office of the Company; and</p> <p>(b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.</p> <p>(2) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above:</p> <p>Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.</p> | <p>Inspection of minute books of general meeting</p> <p>Members may obtain copy of minutes</p>   |
| <p>71. The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.</p>  | <p>Powers to arrange security at meetings</p>  |

#### **Adjournment of meeting**

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| <p>72. (1) The Chairperson may, <i>suo motu</i>, adjourn the meeting from time to time and from place to place.</p> <p>(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>(3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>(4) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p> | <p>Chairperson may adjourn the meeting</p> <p>Business at adjourned meeting</p> <p>Notice of adjourned meeting</p> <p>Notice of adjourned meeting not required</p> |
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### Voting rights

Entitlement to vote on show of hands and on poll	73.	Subject to any rights or restrictions for the time being attached to any class or classes of shares - (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
Voting through electronic means	74.	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.
Vote of joint-holders	75. (1)	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
Seniority of names	(2)	For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
How members <i>non compos mentis</i> and minor may vote	76.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
Votes in respect of shares of deceased or insolvent members, etc.	77.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
Business may proceed pending poll	78.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
Restriction on voting rights	79.	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.
Restriction on exercise of voting rights in other cases to be void	80.	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.
Equal rights of members	81.	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.



### **Proxy**

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| 82. (1) | Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.  | Member may vote in person or otherwise                   |
| (2)     | The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.  | Proxies when to be deposited                             |
| 83.     | An instrument appointing a proxy shall be in the form as prescribed in the Rules.  | Form of proxy  |
| 84.     | A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:<br><br>Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used. | Proxy to be valid notwithstanding death of the principal |

### **Board of Directors**

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| 85.     | Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 14 (fourteen).  | Board of Directors  |
| 86.     | The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.  | Same individual may be Chairperson and Managing Director/ Chief Executive Officer |
| 87. (1) | The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.   | Remuneration of directors   |
| (2)     | The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting. | Remuneration to require members' consent  |

Travelling and other expenses	<p>(3) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—</p> <p>(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or</p> <p>(b) in connection with the business of the Company.</p>
Execution of negotiable instruments	<p>88. All cheques, promissory notes, drafts, <i>hundis</i>, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.</p>
Appointment of additional directors	<p>89. (1) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.</p>
Duration of office of additional director	<p>(2) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.</p>
Appointment of alternate director	<p>90. (1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.</p>
Duration of office of alternate director	<p>(2) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.</p>
Re-appointment provisions applicable to Original Director	<p>(3) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.</p>
Appointment of director to fill a casual vacancy	<p>91. (1) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.</p>
Duration of office of Director appointed to fill casual vacancy	<p>(2) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.</p>

### **Powers of Board**

92. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- General powers of the Company vested in Board

### **Proceedings of the Board**

93. (1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. When meeting to be convened
- (2) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board. Who may summon Board meeting
- (3) The quorum for a Board meeting shall be as provided in the Act. Quorum for Board meetings
- (4) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law. Participation at Board meetings
94. (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. Questions at Board meeting how decided
- (2) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote. Casting vote of Chairperson at Board meeting
95. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose. Directors not to act when number falls below minimum
96. (1) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. Who to preside at meetings of the Board
- (2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting. Directors to elect a Chairperson

Delegation of powers	97.	(1) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
Committee to conform to Board regulations		(2) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
Participation at Committee meetings		(3) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
Chairperson of Committee	98.	(1) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
Who to preside at meetings of Committee		(2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
Committee to meet	99.	(1) A Committee may meet and adjourn as it thinks fit.
Questions at Committee meeting how decided		(2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.
Casting vote of Chairperson at Committee meeting		(3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
Acts of Board or Committee valid notwithstanding defect of appointment	100.	All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
Passing of resolution by circulation	101.	Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

**Chief Executive Officer, Manager, Company Secretary  
and Chief Financial Officer**

102. (a) Subject to the provisions of the Act,—  
A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
- Chief Executive Officer, etc.
- (b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- Director may be chief executive officer, etc.

**Registers**

103. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.
- Statutory registers
104. (a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.
- Foreign register
- (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, *mutatis mutandis*, as is applicable to the register of members.

**The Seal**

105. (1) The Board shall provide for the safe custody of the seal.
- The seal, its custody and use
- (2) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.
- Affixation of seal

## Dividends and Reserve

Company in general meeting may declare dividends	106.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.
Interim dividends	107.	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
Dividends only to be paid out of profits	108. (1)	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
Carry forward of profits	(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
Division of profits	109. (1)	Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
Payments in advance	(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
Dividends to be apportioned	(3)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom	110. (1)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
Retention of dividends	(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

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| 111. | (1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. | Dividend how remitted            |
|      | (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.   | Instrument of payment            |
|      | (3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.   | Discharge to Company             |
| 112. | Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.  | Receipt of one holder sufficient |
| 113. | No dividend shall bear interest against the Company.  | No interest on dividends         |
| 114. | The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.   | Waiver of dividends              |

#### **Accounts**

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|------|--|--------------------------------------|
| 115. | (1) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.  | Inspection by Directors              |
|      | (2) No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board. | Restriction on inspection by members |

### **Winding up**

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

### **Indemnity and Insurance**

- Directors and officers right to indemnity
117. (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
- (b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
- Insurance
- (c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

### **General Power**

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



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

Name, Address and Descriptions of the Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, Address and description of Witness
1) Anand Agarwal 26, N.D. Road, Sudhakar 1 <sup>st</sup> Floor, Bombay – 400 006. Business. S/o, Shri Kishorilal Agarwal	10	Sd/-	
2) Kishorilal Agarwal 26, N.D. Road, Sudhakar, 1 <sup>st</sup> Floor, Mumbai – 400 006. Business S/o, Shri Ramgopal Agarwal	10	Sd/-	
3) Shalini Agarwal 32, N.D. Road, Benhar, 18 <sup>th</sup> Floor, Mumbai - 400 006. Housewife. W/o. Shri Pavan Agarwal	10	Sd/-	Witness to all Sd/- Anil Kumar Chaturvedi S/o. Shri Ravindranath Chaturvedi Occupation: Chartered Accountant
4) Pavan Agarwal 32, N.D. Road, Benhar, 18 <sup>th</sup> Floor, Mumbai -400 006. Business S/o. Shri Kishorilal Agarwal	10	Sd/-	81, Mittal Chambers, 228, Nariman Point; Mumbai
5) Rajendra Agarwal 32, N.D. Road, Benhar, 18 <sup>th</sup> Floor, Mumbai -400 006. Business S/o. Shri Kishorilal Agarwal	10	Sd/-	
6) Pramila Agarwal 26, N.D. Road, Sudhakar – 1 <sup>st</sup> Floor, Mumbai – 400 006. Housewife. W/o. Shri Anand Agarwal	10	Sd/-	
7) Govind Agarwal 32, N.D. Road, Benhar, 18 <sup>th</sup> Floor, Mumbai – 400 006. Business. S/o. Shri Kishorilal Agarwal	10	Sd/-	
Total	70		