
**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
AGARWAL INDUSTRIAL
CORPORATION LIMITED**



प्रारूप • आई • आर •
Form - I. A.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता. का सं.

No. 11-84618 of 19 95

मैं एतद्वारा प्रमाणित करता हूँ कि आज

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

I hereby certify that BOMBAY BARODA ROADWAYS (INDIA)
LIMITED

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

मैंने इसका मेरे हाथ में आज ता. को दिया गया।

Given under my hand at BOMBAY this THIRTEENTH

day of JANUARY... One thousand nine hundred and NINE FIVE



(S. R. V. V. SATYANARAYANA)

कम्पनियों का रजिस्ट्रार

Addl. Registrar of Companies
Maharashtra

For Agarwal Industrial Corporation Ltd

Director

No.11-84618



कारबार प्रारम्भ करने के लिए प्रमाण-पत्र
Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149(3) के अनुसार
Pursuant of Section 149(3) of the Companies Act, 1956

मैं एतद्वारा प्रमाणित करता हूँ कि

जो कम्पनी अधिनियम, 1956 के अधीन ताछेख को नियमित की गई
की और जिसने आज विहित प्रकृति में सम्पत्ति रूप से सत्यापित घोषणा फाइल कर दी है कि
उक्त अधिनियम की धारा 149(1) (क) से लेकर (घ) तक/149(2) (क) से लेकर (ग)
तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की हकदार है।

I hereby certify that the BOMBAY BARODA ROADWAYS (INDIA)
LIMITED

which was incorporated under the Companies Act, 1956, on the THIRTEENTH day
of JANUARY 19 65 and which has this day filed a duly verified declara-
tion in the 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.

मेरे हस्ताक्षर से यह तारीख को
में दिया गया।

Given under my hand at BOMBAY
this TWENTYFIRST day of MARCH
and NINETEEN

(G. SRINIVASAN)
कम्पनी का रजिस्ट्रार
Registrar of Companies

सं. एस. सी.-
J.S.C-10

प्रमाणित-24 अतिरिक्त/85-86-प्रमाणित-24 (सी. 71)-14-7-88-5,000.
MGPFC-130 C. अतिरिक्त/85-86-प्रमाणित-24 (सी. 71)-14-7-88-5,000.



L 60300 MH 1995 PDC 084618

No. 11— 84618

(Section 18(1) of the Companies' Act, 1956)

**CERTIFICATE OF REGISTRATION OF
SPECIAL RESOLUTION PASSED FOR
ALTERATION OF OBJECTS**

M/s. BOMBAY BARODA ROADWAYS (INDIA) LIMITED

having by Special Resolution passed on 21st March 2005
altered the provisions of its Memorandum of Association
with respect to its objects, and a copy of the said resolution
having been filed with this office on 29th March 2005

I hereby certify that the Special Resolution passed on 21/03/05
together with the printed copy of the Memorandum or
Association, as altered, has this days been registered.

Given under my hand at MUMBAI

this 31st day of MARCH

2005



(A. S. SINGH)
ASSTT/ADDY REGISTRAR OF COMPANIES,
MAHARASHTRA, MUMBAI.

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956
Certificate of Registration of the Special Resolution Confirming Alteration of Object
Clause(s)

Corporate Identity Number : L99999MH1995PLC084618

The share holders of M/s BOMBAY BARODA ROADWAYS (INDIA) LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 18/02/2008 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Mumbai this Twenty Fifth day of March Two Thousand Eight.



(MILIND VITTHALRAO CHAKRANARAYAN)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

महाराष्ट्र, मुंबई
Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
BOMBAY BARODA ROADWAYS (INDIA) LIMITED
UNIT NO.4, B WING, SITA ESTATE, MEHUL ROAD, CHEMBUR,
MUMBAI 400 074,
Maharashtra, INDIA

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name.

Corporate Identity Number : L99999MH1995PLC084618

In the matter of M/s BOMBAY BARODA ROADWAYS (INDIA) LIMITED

I hereby certify that BOMBAY BARODA ROADWAYS (INDIA) LIMITED which was originally incorporated on Thirteenth day of January Nineteen Hundred Ninety Five under the Companies Act, 1956 (No. 1 of 1956) as BOMBAY BARODA ROADWAYS (INDIA) LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R. 507 (E) dated 24/06/1985 vide SRN A32715021 dated 26/03/2008 the name of the said company is this day changed to AGARWAL INDUSTRIAL CORPORATION LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act

Given under my hand and seal at Mumbai this Twenty Sixth day of March Two Thousand Eight.



(MILIND VITTHALRAO CHAKRANARAYAN)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

महाराष्ट्र, मुंबई
Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

AGARWAL INDUSTRIAL CORPORATION LIMITED
UNIT NO.4,B WING,SITA ESTATE,MEHUL ROAD,, CHEMBUR.,
MUMBAI 400 074,
Maharashtra, INDIA



सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Mumbai
Everest, 100 Marine Drive, Mumbai, Maharashtra, India, 400002

Corporate Identity Number: L99999MH1995PLC084618

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s AGARWAL INDUSTRIAL CORPORATION LIMITED having passed Special Resolution in the Annual/ Extra Ordinary General Meeting held on -- altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Mumbai this Fourteenth day of March Two thousand nineteen.


URMILA PUNJA PARMAR

Registrar of Companies
RoC - Mumbai

Mailing Address as per record available in Registrar of Companies office:

AGARWAL INDUSTRIAL CORPORATION LIMITED

Eastern Court, Unit No. 201-202, Plot No-12, V. N. Purav Marg, S.T. Road,
Chembur, Maharashtra, India, 400071





**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Processing Centre
Plot No. 6,7, 8, Sector 5, IMT Manesar, Manesar, Haryana, India, 122050

Corporate Identity Number: L99999MH1995PLC084618 / L46691MH1995PLC084618

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s AGARWAL INDUSTRIAL CORPORATION LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 24/09/2026 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at ROC, CPC this FIRST day of OCTOBER TWO THOUSAND TWENTY SIX

Ibson Shah

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Mailing Address as per record available in Registrar of Companies office:

AGARWAL INDUSTRIAL CORPORATION LIMITED

Eastern Court, Unit No. 201-202, Plot No-12 V. N. Purav Marg, S.T. Road, NA, Chembur- 400071, Maharashtra, India



THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

AGARWAL INDUSTRIAL CORPORATION LIMITED

1st. The Name of the company AGARWAL INDUSTRIAL CORPORATION LIMITED

2nd. The registered office of the company will be situated in the state of Maharashtra.

3rd. (a.) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :—

1. To carry on business of Transport throughout India, Transporting persons goods, Gas, Oils, bitumins, chemicals etc. by road.
2. To operate, establish and maintain, garages, service station, workshop, petrol pumps, weight bridges, repair shops, workshops, terminal freight points and rest and service house on route branch office godowns and depot, dealers and distributorship towing service, supplying ornac and equipment for material handling, haulage, loading and unloading operations, supplying tarpaulins, upholstery materials and provide materials and services for protective packing or cargo/consignments.
3. To Carry on in India or elsewhere the business to manufacture, produce, assemble, alter, acquire, convert, commercialize, design, develop, demonstrate, equip, establish, fabricate, finish, hold handle, install, hire, let on hire, lease, repair, maintain, modify, market, machine, own, operate, protect, renovate, recondition, remodel, import, export, buy, sell, resell, exchange, service, turn to account and to act as agent, broker, financier, stockiest, turn key supplier, contractor, promoter, consultant, engineer, collaborator or otherwise to deal in all type of energy saving devices, system, implements, equipment's, apparatus, components, parts, fittings and accessories such or specialized boilers and furnaces like ignified fluidized bed boilers, flameless furnaces and continuous pusher type furnaces, fluidized bed type heat treatment furnaces and continuous pusher type furnaces , fluidized bed type heat treatment furnaces, high efficiency boilers, instrumentation and monitoring systems for monitoring energy flows like automatic electrical load monitoring systems, thermography, meters for measuring heat loss meters, microprocessor based control systems, infrared thermography, meters for measuring heat losses, furnaces oil flow, steam flow, electric energy and power factors meters, maximum demand indicator and clamp on power meters, exhaust gases analyzed, fuel oil pump test bench, waste recovery equipment's like economizers and feed water heaters, recuperators and air pre-heaters, heat pump, thermal energy wheel for high and low temperature waste heat recovery, co-generation systems like back pressure pass out, controlled, extraction-cum-condensing turbines for cogeneration along with pressure boilers, vapor absorption refrigeration system, organic rankine cycle power systems, low inlet pressure small steam turbines, electrical equipment's like shunt capacitors and synchronous condenser systems, automatic power cut-off devices mounted on individual motors, automatic voltage controllers, power factor controllers, solid state devices for controlling motor



speed, thermally energy efficient stenters, emulsion burners, wet air oxidation equipments, mechanical vapour re-compressors, thin film evaporators, automatic microprocessor based load demand controllers, coal based producers gas plants, fluid deriver and fluid coupling, flat plate solar collectors, concentrating and pipe type solar collectors, solar cookers, solar water heaters and system, air/gas/fluid heating systems, solar, crop drivers and system, solar refrigeration, cold storage and air conditioning systems steel and desalination systems, solar power generating systems solar pumps, solar photovoltaic modulers and penal, wind mills, generators and pump, solar photovoltaic modulers and penals, wind mills, generators and pump running on wind-energy, bio-gas, plants and Bio-gas engines, battery powered or fuel cell powered vehicles, agricultural & municipal waste conversions devices, equipments for utilizing ocean waste and thermal energy.

4. To carry on in India or elsewhere the business to plant, grow, cultivate, produce, raise, process, store, grind, extraction, clean, mix, grade, polish, canny, import, export, buy, sell, warehouse; and to act as agent, broker, stockiest, indenter, consignor, merchant, adhatia, farmer, or otherwise to deal in all types of seeds, grains, vegetables, foods, cereals, herbals, flowers, fruits, edibles, non-edibles, commercial, non-commercial crops and to act as orchardists, grazers, nursery men, seed breeders, farm house farmers, horticulturists, floriculturists, tissue culturists, timbre-growers, forest owners and for the purpose to purchase acquire, take on lease or license any Private or Government land and to do all incidental acts and things necessary for the attainment of the foregoing objects
5. To carry on in India and abroad the business of plantation of all types of trees and plants as a farm forestry or otherwise for commercial, domestic, industrial and other purposes and to carry on the business as agriculturists, horticulturists, nursery owners, forest owners, contract farming, organic farming, tissue culture. Bio-technology, etc. by cultivation and farming on land, water or in special chambers and to plant, grow, cultivate, produce, raise, develop, purchase, sell, import, export, protect, store, commercialize or to deal in or turn to account or dispose of any kind of crops, grains, oilseeds, leaves, grass, timbers, fruits, vegetables and other produce and products, by-products, waste, residue etc. and to setup laboratory, Research & Development Centre, training centre, cattle farming and agriculture tourist centre and to do such other work or business as may be incidental and necessary for the attainment of the above objects.
6. To carry on in India and abroad the business of bio-diesel, by products and to do such other work or business as may be incidental and necessary for the attainment of the above objects.
7. To carry on in India or abroad the business to manufacture, process, produce, formulate, mix, disinfect, clean, wash, dilute, dye, concentrate, compound, segregate, pack repack, add, remove, heat, grade, freeze, distillate, boil, melt, reduce, sterilize, improve, buy, sell, acquire, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, provide, protect, procure, refine, supply, treat, work, and to act as an agent, broker, representative, consultant, collaborator, adatia stockiest, liasioner, job worker, export house or otherwise to deal in all types, descriptions, strengths, characteristics, applications



[Handwritten signature]

and uses of petrochemicals, organic chemicals, inorganic chemicals, synthetic chemicals, pharmaceutical chemicals, their formulations, derivatives, compounds, grades, active agents, solvents, extracts, products, bitumen & its by-products, mixtures, residues, by-products, ingredients & intermediates thereof whether liquids, solids or gases such as naphtha, benzene, toluene, orthoxylene, metaxylene, paraxylene, ethylbenzene, ethylene, proxylene, propane, ethane, butane, butadines, isoprene, oxides, glycols, polyglycols, of ethylene, butylenes, chlorinated hydrocarbons, aliphatic and aromatic alcohols, alkallhydes, ketones, esters of other metaterephthalic acids, polymers, elastomer, co-polystyrene, polyvintle, chloride, plymetyle, metacrylate, epoxy resins, alky resins, melamine, polycarbonates, polyimides, polyacrylonitrile, polyesters, polyethylene, chloride, polymethyle, methacrylate, epoxy resins, alky resins, melamine, polycarbonates, polyimides, polyacrylonitrile, polyesters polyethylene, terephthalate, polyethylene isophthalate, plasticizers, fillers, antioxidants, retarders, rubbers, reclaimed rubbers, synthetic rubbers, polybutadine, polyisoprene, butyl, nitrite, rubbers, specially rubbers, accelerators, coated and laminated articles, synthetic fibres, polyester fibres, polyvinyle acetate, nylon, rayon, essences, flavours, perfumery materials, surface coatings, synthetic detergents, detergent intermediates, surface active agents, biodegradable detergents, pesticides, insecticides, weedicides, rodenticides and fungicides and other allied products, their intermediates, ingredients, and raw materials and to do all incidental acts and things necessary for the attainment of the above objects.

8. To buy, purchase, charter, hire or otherwise, sell, exchange, lot or charter and to deal with specialized vessels, steam and other ships of any description, either in India or in any country or otherwise to establish, and to maintain and operate transport services by water between India and other countries of the world for the shipment/export/import of Bitumen of various grades and bituminous products, other Liquid Products, Petrochemicals, all types of crude oils, petroleum and petroleum products crude oil, oil, lubricating oils, lubes, base oil stocks, additives, gas and other volatile substances, aromatics, asphalt, bitumen, and bituminous substances, carbon, carbon black, petroleum coke, hydrocarbon, and mineral substances, and the products, the bye-products feed stocks and related products and to establish, maintain and operate shipping lines and to carry on the business of merchants, carriers by land and watership owners, ship agents, dock owners or in connection with their business of carriers by land and sea, and provide facilities for the carrying on of any of the above business including consultancy services.*
9. To carry on the business or businesses of a holding, subsidiary / wholly owned subsidiary investment or associate company, and to buy, make investment, underwrite and to invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, obligation or securities of companies, subsidiary / wholly owned subsidiary or partnership firms or body corporate or any other entities whether in India or elsewhere either singly or jointly with any other person(s), body corporate or partnership firm or any other entity carrying out or proposing to carry out any activity whether in India or overseas in accordance with the laws of land.*
10. To carry on business of L.P.G. Bottling plant.*



** (Amended by Special Resolution passed vide Postal Ballot Resolution dated February 14, 2019.)*

*11. To carry on the business of importers, exporters, buyers, sellers, traders, suppliers, distributors, stockists, merchant exporters, and dealers of all kinds, classes, and descriptions of chemical and petrochemical products, including heavy chemicals, fine chemicals, organic and inorganic chemicals, synthetic chemicals, petrochemical intermediates, polymers, resins, solvents, acids, alkalies, gases, dyes, pigments, and allied chemical formulations.”***

*“12. To undertake, execute, and engage in engineering, procurement, and construction (EPC), development, rehabilitation, maintenance, and operation of roads, highways, expressways, bridges, flyovers, tunnels, pavements, and other civil infrastructure and transportation projects under various execution models including BOT, HAM, DBFOT, and PPP, either independently, through joint ventures, consortiums, or by participating in tenders issued by government, semi-government, public, and private bodies, authorities, or international organizations.”***

*“13. To enter into Joint Venture, Collaboration Agreement, Consortium, Strategic Alliance with contractor, developers, government agencies and other entities for Infrastructure Projects, Roads and Highway Construction, Expressway, Bridges Pavements and relates infrastructure.”***

*“14. (A.) To establish, operate, manage, maintain, and administer toll collection systems, user fee plazas, and revenue collection frameworks on highways, expressways, bridges, flyovers, tunnels, roads, and other transportation networks and infrastructure projects, acting on behalf of or in association with central, state, or local government authorities, municipal corporations, public sector undertakings, or private entities. ***

*(B.) To undertake all related and ancillary activities necessary for infrastructure and transit management, including the installation, operation, and maintenance of Electronic Toll Collection (ETC) systems, Fastag management networks, automated toll lanes, traffic monitoring systems, weigh-in-motion systems, and allied intelligent transportation systems (ITS), alongside providing security, surveillance, roadside assistance, and corridor maintenance services.”***

*** (Amended by Special Resolution passed by the Shareholders in 32nd Annual General Meeting vide Special Resolution dated September 24, 2026.)*



(b.) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) ARE:—

15. To operate the business of motors transport of all kinds including owing or taking or giving on hire tankers, trucks, lorries, trailers, omnibuses, taxies, cabs, motor cars, station wagons, delivery vans and automobiles and otherwise generally to carry on the business as common Carriage of plying motor vehicles for



conveyance or transportation of all types of goods, animals and passengers from one place to another and vice versa throughout India.

16. To purchase, sell, organize, maintain and operate for hire transportation services in all parts of world by own and as agent for the purpose of transporting passengers, luggage, merchandise, mail and freight of every description and kind whatsoever by means of automobiles, omni buses, motor trucks; tankers, air lines, lorries, trailers and other vehicles of all kinds however propelled.
17. To construct, equip, maintain and work tanker, motor, trucks, lorries trailers and vehicle and build their bodies appropriate for the carriage of goods and to own establish run any kind of workshop or plant for the purpose of making, repairing, altering otherwise treating vehicles or other articles which may be used or could be used in connection with the aforesaid business.
18. To construct and keep garages and godowns for parking, repairing and maintaining tanker, trucks, lorries, omni buses, and other motor vehicles and for the storage of fuel oil, tyres and motor parts required for the working of the said vehicles, the warehousing or storing of the goods in transit covering all the warehousing or storing of the goods in transit covering all inward and outward traffic booked by consignors for dispatch and the arrival of goods at terminus or transshipment/creasing points for the purpose of ultimate delivery to consignees:
19. With a view to carry out the conditions of the Company more effectively to own fleet of vehicles and carry on business or trade as carriers, transport contractor, associates, booking or delivery agents, commission agents, brokers, macadam's, financiers, underwriters, insurance agents and to also carry acquire on lease, license or otherwise necessary business premises.
20. To operate, establish and maintain, garages, services station, workshop, petrol pumps, weight bridges, repair shops, workshops, terminal freight points and rest and service house on route branch office godowns and depot, towing service, supplying ornac and equipment for material handling, haulage, loading and unloading operations, supplying tarpaulins, upholstery materials and provide materials and services for protective packing or cargo/consignments.
21. To enter into any contracts of hire-purchase for acquisition or sell of motor vehicles to advance money or give credit on such transactions, take or give agencies, associate ship or make other special arrangements with other truck owners, operators and transport contractors, either alone or jointly with other companies, firms or persons, to promote, finance, aid and form trusts or viable units of good transporters.
22. To obtain licences to ply omni buses, taxi cabs or other vehicles on prescribed routes or area and also obtain composite permits to ply truck tankers, Lorries and trailers between or through different states in India.



23. To purchase or otherwise acquire a fleet of motor vehicles, house offices, workshops, godowns, buildings and premises and other movable and immovable properties and patent or patent rights.
24. To lend money on mortgage of and immovable property or in hypothecation or pledge of movable property or without security to such person and on such terms as may seem expedient and in particulars to customers of and persons having dealing with the Company, provided that the Company shall not carry on the business which may fall within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.
25. To provide by acquiring or constructing, reconstructing, renovating, repairing, altering, improving, decorating, furnishing and maintaining offices, godowns, workshops, residential flats, buildings and providing other amenities facilities and conveniences of all kinds for the purpose of the business of Company.
26. To invest and deal with the moneys of the Company not immediately required in any matters' correct or incorrect in such manner as may from time to time seem expedient.
27. To borrow or raise or secure the payment of money or to receive money on deposit at interest or free of interest for any of the purpose of the Company and at such time or times and in issue of debentures or debenture stock convertible into shares of this or any other Company or perpetual annuities and as security for any such money debentures or debenture stock so issued, to mortgage pledge, hypothecate or charge the whole or any part of the properties assets or revenue or profits of the Company, present or future, including its uncalled capitals by special assignment or otherwise or to transfer or convert the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.
28. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise with any person or Company carrying on or engage in or about to carry on or engage in any business or transaction capable of being conducted so as to directly or indirectly benefit this Company and to lend money, to guarantee the contract of or otherwise acquire shares and securities of and to subsidies or otherwise assist any such Company and to sell, hold, re-issue with or without guarantee and otherwise deal with the true same.
29. To promote any other Company corporation, co-operative or other society for the purpose of acquiring or taking over all or any of the property, license, permission, assets and liabilities of this company or for any other purpose which may seem directly or indirectly calculated to benefit this Company or capable of being conveniently carried on in connection with its business.



30. To insure or underwrite any of the properties, undertaking, contracts, guarantee or obligations of the Company of every nature and kind in any manner whatsoever, to insure godowns and goods there in against the risks of any loss or damage, take out of transit risk and to insure vehicles against third party risk.
31. To acquire and undertake the whole or any part of the business, property, license, permission assets and liabilities of any person, firm or company carrying on business which the Company is authorised to carry on or possess property suitable for the purpose of this Company.
32. To sell, let, exchange or otherwise deal with the movable and immovable and other assets of the company or the undertaking of the company or any part thereof upon such terms and conditions and for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company without having objects altogether or in part similar to those of this company or not and if thought fit to distribute the same among the shareholders of this company.
33. To amalgamate with any Company or companies or with any society or societies having objects altogether or in part similar to those of this Company.
34. To pay for any properties, rights or privilege acquired by the Company other than shares of the Company or partly in shares and partly in cash or otherwise.
35. To obtain any order or act or legislature for enabling the Company to obtain all powers and authorities necessary or expedient to carry out or extend any of the objects of the company or to oppose any proceedings or applications which seem calculated directly or indirectly to prejudice to the Company's interest.
36. To aid, peculiarly or otherwise, any associations, body or movement having for any objects the solution, settlement or of the promotion of industry or trade.
37. To enter into any arrangements with the Government of India or with any State Government or with any Indian or Foreign Government authorities, Municipal, local or otherwise or with any person that may seem conducive to the Company's object or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Government State Government, authority or person, any rights, powers, privileges, licenses, degrees, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire kind of carry out, exercise and comply with any such arrangements, rights, powers, privileges, licenses, degrees, sanctions, grants and concessions.
38. To provide for the welfare of employees or ex-employees of the company or its predecessor in business and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses,



dwelling or chawls or by grants of moneys, pensions, allowances, bonuses, profit having bonuses or benefits or any other associations, institutions, funds, profit sharing or other associations, institutions, funds, profit sharing or other scheme, or trust and by providing or subscribing or contributing towards place of instruction, recreation, hospital and dispensaries, medical and other attendance as the Company shall think fit.

39. To encourage, foster, aid, establish and maintain institutions for imparting knowledge about and instruction in all matters, connected with and allied to the automobile trade, industry or business and to train, instruct, equip or produce the training instruction and equipment of employees of the Company or by any persons or persons in any branch of Art, industry or business connected with, or relating to the object of the company.
40. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other funds whether for depreciation or for repairing, improving, extending or maintaining, any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever.
41. To draw, make accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, undies, bills of lading, warrants, debentures and other negotiable or transferrable instruments or securities.
42. 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 guarantee money to charitable, benovo-museum, corporation or authority or any trustees for or on behalf of any of the same or of the public to subscribe donate or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or any other institution or objects or for any exhibition.
43. To establish and maintain agencies, branch offices and godown and procure the Company to be registered or recognised and to carry on business in an part of India.
44. To distribute any of the property of the Company among the members in spice or kind subject to provisions of the Companies Act in the event of winding up.
45. To pay all the costs, charges and expenses of an incidental to the promotion, formation, registration and establishment of the company and the issue of its capital.
46. To do the above things and all such other things as are incidental or as may be thought conducive to the attainment of the above objects as any of them in all and any of the or otherwise, and by or through trustees, agents or otherwise.



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47. To carry on business of automobile, mechanical and electrical, engineers, and contractors.
48. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and other gratuitously or otherwise.
49. To purchase, sell, acquire or dispose of or deal in patents, trademarks, formulas, methods or process, brands, proprietary right prescriptions, inventions, royalties and conferring any exclusive or non – exclusive or limited right to use any secret or other information as to any invention relating to all or any the above mentioned products, articles or goods or purposes and to use, exercise, develop, exploit, or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to deal with the same by way of outright sale or purchase or by payment or commission or royalties or by receipt thereof and in any other manner.
50. To carry on the business of general carriers, forwarding and clearing agents, freight forwarders to railways, steamship and airways companies and act as warehousemen and bonded warehousemen.
51. To purchase manufacture, construct, sell, hire or let tankers, trucks, lorries, trailers, omnibuses, motor cars, carriages, vehicles and conveyance of all kinds and description and to take up distributorship, selling or purchasing agency or carry on business in automobile tyres, tubes, batteries, tools, accessories spare parts, fuels, oil, lubricants paints, lamps and wires, acquire store, purchase, sell, distribute, export, import any kind of vehicle, engines, generators, chassis, machinery, components parts, equipments, appliances, implements, fittings and other articles and things for motor vehicles which may directly or indirectly be dealt with in or pertain to the business of the company or such other business as may conveniently to carried on with the aforementioned business of the company.
52. To acquire, improve, work, develop, exercise all rights in respect of immovable properties, leases and mortgages and to sell, exchange, surrender, leases, mortgage, dispose of, turn to account convert and otherwise deal with properties of all kinds and in particular lands, motor vehicles, buildings, mortgages, concessions, option, contracts, patents, licenses, policies, book debts claims decrees, business concerns and undertakings.
53. To purchase for investment or resale and to traffic in land, buildings, motor vehicles and other property of any tenure and any interest therein and to exchange, sell, lease, hire and otherwise deal with or dispose of the same.
54. To guarantee the payment of money, unsecured or secured by or payable under or in respect of promissory notes, bills of exchange, bond debentures, contracts, mortgages, charges, obligations, instruments and securities of any company or any central or State Government, Municipal authority, railways, steamship



A handwritten signature in blue ink, appearing to be 'B. B.' or similar, located to the right of the company logo.

companies or other semi-government or public body or otherwise or any person or association or persons and generally to guarantee on become sureties for the performance of any contracts or obligations.

55. To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price of part of the company's property of whatsoever kind sold by the company or any money due to the company from purchasers and others.
56. To remunerate any person or company for services render or to be rendered in placing or assessing to plate or guaranteeing the placing of any of the shares in the company's capital or any debenture or other.
57. To manage, improve, farm, cultivate, maintain, lease, underlet, exchange, sell or otherwise deal with any dispose of all or any part of the lands and buildings and other real property of the company, not required for the purposes of the company.
58. To appropriate any part or parts of the property of the company for the purposes of, and to build and let or sell, shops, offices and other places of business.
59. To let out such part of the property of the company as may not be immediately required for the principal business of the company.
60. To establish and support or aid in the establishment and support associations, institutions, funds, trusts and conveniences calculated to benefit employees or directors or past employees or director of the company of its predecessors in business, or the dependents or connections of any such person; and to grant pension 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 objects.
61. To adopt such means of making known and advertising the business and products of the company as may seem expedient.
- "62. To purchase, lease, hire, operate and maintain road construction machinery, batching plants, asphalt plants, pavers, rollers, crushers, concrete plants and other machinery, equipment and vehicles required for carrying on the objects of the Company. ***
- "63. To purchase, lease, hire, operate, and maintain road construction machinery, batching plants, asphalt plants, pavers, rollers, crushers, and heavy equipment. ****
- "64. To provide engineering, technical, project management, supervision, design, and consultancy services relating to infrastructure projects. ****
- "65. To provide transportation, warehousing, storage, handling, and logistics services for bitumen, petroleum products, and construction materials. ****



**** (Amended by Special Resolution passed by the Shareholders in 32nd Annual General Meeting vide Special Resolution dated September 24, 2026.)**

4th. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.*

*** (Amended by Special Resolution passed vide Postal Ballot Resolution dated February 14, 2019 .)**

5th. The Authorised Share Capital of the Company is Rs. 17,00,00,000/- (Rupees Seventeen Crores only) divided into 1,70,00,000 (One Crore Seventy Lakhs) equity Shares of Rs. 10/- (Rupees ten only) each.

***(Amended by Ordinary Resolution passed at Extra Ordinary General Meeting held on 10th February 2021)**



6th. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:—

Name, Addresses and Description of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature of each Subscriber	Name, Addresses and Description witness
LALIT AGARWAL S/o. Shri Mangilalji Garg 101, Swami Jairamdas Shopping Centre, opp. Basant Park, Chembur, Bombay, (Business)	100 (Hundred)	sd/-	Witness to all Sd/- GIRIRAJ VIJAYVARGIYA S/o. Late Shri Chand Vijayvargiya 4 & 5 Back Bay View, 4th Floor 3, Mama ParmanandMarg (Queens Road) Opera House, Mumbai – 400004 (Chartered Accountant)
JAIPRAKASH AGARWAL S/o. Shri Mangilalji Garg 101, Swami Jairamdas Shopping Centre, opp. Basant Park, Chembur, Bombay - 400074, (Business)	100 (Hundred)	sd/-	
MAHENDRA AGARWAL S/o. Shri Mangilalji Garg 101, Swami Jairamdas Shopping Centre, opp. Basant Park, Chembur, Bombay - 400074, (Business)	100 (Hundred)	sd/-	
RAMCHANDRA GARG S/o. Shri Mangilalji Garg 101, Swami Jairamdas Shopping Centre, opp. Basant Park, Chembur, Bombay - 400074 (Business)	100 (Hundred)	sd/-	
MANGILAL GARG S/o. Shri Mangilalji Garg 101, Swami Jairamdas Shopping Centre, opp. Basant Park, Chembur, Bombay- 400074, (Business)	100 (Hundred)	sd/-	



JUGALKISHOR GARG S/o. Shri Mangilalji Garg 101, Swami Jairamdas Shopping Centre, opp. Basant Park, Chembur, Bombay- 400074, (Business)	100 (Hundred)	sd/-	
KISHANKUMAR GARG S/o. Shri Mangilalji Garg 101, Swami Jairamdas Shopping Centre, opp. Basant Park, Chembur, Bombay - 400074, (Business)			
Total			
	700 (Seven Hundred Only)		

Bombay, Dated this 28th day of December, 1994.



ARTICLES OF ASSOCIATION

OF

AGARWAL INDUSTRIAL CORPORATION LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to Special Resolution passed by Members on October 10, 2014 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

- 1 No regulations contained in Table F in the Schedule I to the Companies Act, 2013 or in the Schedule to any previous Companies Act, shall apply to this Company, but the regulations for the management of the Company and for the observance of the Members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the repeal of, 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.

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

INTERPRETATION

- 2 In the interpretation of these Articles, unless repugnant to the subject or context:-
- "The Company" or "This Company" means AGARWAL INDUSTRIAL CORPORATION LIMITED.
- "The Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.
- "The Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
- "The Articles" means these Articles of Association of the Company or as altered from time to time.
- "Alter" or "Alteration" includes the making of additions, omissions and substitutions.
- "Authorized Capital" or "Nominal Capital" means such capital as is authorized by the Memorandum of the Company to be the maximum amount of share capital of the Company.
- "Beneficial Owner" means beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.
- "Board of directors" or "Board" means the collective body of the directors of the Company.
- "Charge" means an interest or lien created on the property or assets of the Company or any of its undertakings or both as security and includes a mortgage.
- "Chief Executive Officer" means an officer of the Company, who has been designated as such by the Company.
- "Chief Financial Officer" means a person appointed as the Chief Financial Officer of the Company.

Interpretation Clause

"The Company" or "This Company"

"The Act"

"The Rules"

"The Articles"

"Alter" or "Alteration"

"Authorized Capital" or "Nominal Capital"

"Beneficial Owner"

"The Board of Directors" or "The Board"

"Charge"

"Chief Executive Officer"

"Chief Financial Officer"

"Company Secretary" or "Secretary" means a Company Secretary as defined in clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by the Company to perform the functions of a Company Secretary under this Act. "Company Secretary" or "Secretary"

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

"Depository" means a depository as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 (22 of 1996) "Depository"

"Dividend" includes any interim dividend. "Dividend"

"Directors" mean directors appointed to the Board of the Company. "Directors"

"Employees' Stock Option" means the option given to the directors, officers or employees of the Company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date at a pre-determined price. "Employees' Stock Option"

"Global Depository Receipt" means any instrument in the form of a depository receipt, by whatever name called, created by a foreign depository outside India and authorized by the Company making an issue of such depository receipts. "Global Depository Receipt"

"Independent Director" means an Independent Director referred to in sub-section (5) of Section 149. "Independent Director"

"Issued Capital" means such capital as the Company issues from time to time for subscription. "Issued Capital"

"Key Managerial Personnel", in relation to the Company, means:- "Key Managerial Personnel"

- (i) the Chief Executive Officer or the Managing Director or the Manager;
- (ii) the Company Secretary;
- (iii) the whole-time director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed under the Rules.

"Listing Agreement" means an agreement entered with the stock exchanges where the Company is listed. "Listing Agreement"

"Managing Director" means a director who, by virtue of these Articles or an agreement with the Company or a resolution passed in its General Meeting, or by its Board of directors, is entrusted with substantial powers of management of the affairs of the Company and includes a director occupying the position of managing director, by whatever name called. "Managing Director"

"Memorandum" means the Memorandum of Association of the Company as originally framed or as altered from time to time in pursuance of any previous Company law or of this Act. "Memorandum"

"Officer" includes any director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board or any one or more of the directors is or are accustomed to act. "Officer"

"Paid-up share capital" or "share capital paid-up" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid-up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the Company, but does not include any other amount received in respect of such shares, by whatever name called.

"Paid-up share Capital" or "share capital paid-up"

"Postal Ballot" means voting by post or through any electronic mode.

"Postal Ballot"

"Promoter" means a person who has been named as such in a prospectus or is identified by the Company in the annual return referred in the Act or who has control over the affairs of the Company, directly or indirectly whether as a shareholder, director or otherwise or in accordance with whose advice, directions or instructions the Board of directors of the Company is accustomed to act expect a person who is acting merely in a professional capacity.

"Promoter"

"remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961 (43 of 1961) or any modification or re-enactment thereof

"Remuneration"

"The Seal" means the common seal of the Company.

"The Seal"

"SEBI" means the Securities and Exchange Board Of India established under Section 3 of the Securities and Exchange Board of India Act, 1992 (15 of 1992).

"SEBI"

"Securities" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956).

"Securities"

"Share" means a share in the share capital of the Company and includes stock.

"Share"

"Subscribed capital" means such part of the capital which is for the time being subscribed by the Members of the Company

"Subscribed Capital"

"Whole-time director" includes a director in the whole-time employment of the Company.

"whole-time Director"

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

"Gender"

The "marginal notes" and "catch lines" hereto shall not affect the construction hereof.

"Marginal Notes" and "Catch Lines"

"In writing" and "written"-include printing, lithography and other modes of representing or reproducing words in visible form.

"In writing" and "Written"

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

"Singular Number"

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company. In case any word is not defined in the Act but defined in the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or the Securities and Exchange Board of India Act, 1992 (15 of 1992) or the Depositories Act, 1996 (22 of 1996) shall have the meanings respectively assigned to them in those Acts.

"Meaning of words not defined in the Articles"

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The Authorized share capital of the Company is or shall be such amount as mentioned in clause 5th of the Memorandum of Association of the Company divided into Equity share of Rs. 10 (Rupees Ten) each capable of being increased or decreased in accordance with the company's regulations, and legislative provisions for time to time being force in that behalf with power to divide the share capital, whether original or increased or decreased into several classes and attached there respectively such ordinary, preferential or special; right and conditions in such manner as may for time being be provided by the regulations of the company and allowed by law.*

Share Capital



**(Amended by Special Resolution passed at Extra Ordinary General Meeting held on 10th February 2021)*

4. Subject to the provisions of the Act and these Articles, the shares in the Capital of the Company shall be under the control of the directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Board shall not issue any shares at discount except issue of such class of shares as may be permitted by the Act.

Shares under
Control of Board

5. The Company may issue equity shares with voting right and/or with differential voting rights as to dividend, voting or otherwise and preference shares in accordance with these Articles, the Act, the Rules and other applicable laws.

Kinds of Share
Capital

6. 1) The Board or the Company as the case may be, may, in accordance with the Act and the Rules, issue further shares to:

Further issue of
share capital

- 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
- Employees under any scheme of Employees' Stock Option; or
- any persons, whether or not those person include the persons referred to in clause (a) or (b) above.

2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of right issue, bonus issue, preferential offer, private placement and any other issue in accordance with the provisions of the Act.

Mode of Further
Issue of Shares

7. 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 into equity shares, on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules. Such preference shares shall be redeemable in accordance with the Act and the Rules made thereunder.

Power to issue
redeemable
preference shares

8. 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 shares, as the case maybe.

Allotment of shares
by directors for
consideration other
than cash

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

Acceptance of
shares

- 10 The money which the Board of directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the inscription of the name of the allottee in the register of members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly. Deposit and calls etc. to be a debt payable immediately
- 11 Every Member, or his heirs, executors or administrators, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts, at such time or times, and in such manner, as the Board of directors shall, from time to time, in accordance with these Articles, the Act, the Rules and other applicable laws require or fix for the payment thereof. Liability of Members
- 12 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 of application for the registration of transfer or transmission or within such other period as may be prescribed by SEBI from time to time or by the conditions of issue: Issue of certificate
- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, without payment of any fees for each certificate after the first unless otherwise decided by the Board.
- 2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. Seal on certificate(s)
- 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 such shares to one of several joint holders shall be sufficient delivery to all such holders. Certificate for shares held by joint holders
- 4) Certificate shall be issued in the form and manner prescribed in the Act, the Rules and other applicable laws. Form and manner of issue of certificate
- 13 Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities, rematerialize its existing shares, debenture and other securities held in a depository and/or offer further shares, debentures and other securities in dematerialized form pursuant to Depositories Act, 1996 and rules framed there under. Company entitled to Dematerialize its Securities
- 14 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 dematerialized form 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(s) to enable the depository to enter in its records the name of such person as the beneficial owner. Option to investor to hold/receive shares in dematerialized form
- 15 Every share in the Company shall be distinguished by its distinctive number provided that nothing shall apply to a share held by a person whose name is entered as holder of beneficial interest in such share in the records of a depository. Numbering of Shares
- 16 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 Issue of new share certificate in place of defaced, lost or destroyed certificate

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 Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued without payment of any fees unless otherwise decided by the Board.

- 17 Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder (except only as by these regulations or by law otherwise provided).

Company not bound to recognise any interest in share other than that of Registered holder.

- 18 Except so far as otherwise provided by the conditions of issue by these presents, any Capital raised by the creation of new class of shares; shall be considered as part of the existing Capital, and shall rank pari-passu in all respects with the existing Equity Shares of the Company and shall be entitled to dividend and corporate benefits, if any, declared by the Company after the allotment.

New Capital same as existing capital

However, the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.

- 19 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 the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class or in such other manner as may be prescribed by the Act and the Rules.

Variation of Members' rights

- 2) To every such separate meeting, the provisions of these regulations relating to General Meetings shall mutatis mutandis apply.

Provisions as to General Meetings to apply mutatis mutandis to each meeting of the holder of the shares

- 20 The provisions of Articles shall mutatis mutandis apply to issue and allotment of any other securities including debentures (except where the Act otherwise requires) of the Company.

Provisions of shares to apply mutatis mutandis to any other securities and debentures.

- 21 1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be in accordance with the provisions of the Act and the Rules and shall be disclosed in the manner required therein.

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 the 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

- 4) The Company may pay brokerage to the extent and in the manner prescribed under the Act in connection with subscription to its securities.

Power to pay Brokerage

LIEN

- 22 1) The Company shall have a first and paramount lien :-

Company's lien
on shares

- (a) on every share (not being a fully paid share), for all moneys (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 moneys presently payable by him or his estate to the Company;

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

- 2) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.
- 3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

Lien to extend to
dividends,
bonus etc.

Waiver of lien

- 23 The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

As to enforcing
lien by sale

Provided that no sale shall be made:-

- (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- 24 1) To give effect to any such sale, the Board may authorize one of their numbers or any other Officer of the Company to transfer the shares sold to the purchaser thereof.
- 2) 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 comprised in any such transfer.
- 3) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 25 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.
- 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.
- 26 In exercising the 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 any statute) be bound to recognize any equitable or other claim

Validity of sale

Purchaser to be
registered holder

Purchaser not
affected

Application of
proceed of sale

Payment of
residual money

Outsider's lien,
not to affect
Company's lien

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.

- 27 The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures issued by the Company from time to time.
- Provisions as to lien to apply mutatis mutandis to debentures, etc.

CALLS ON SHARES

- 28 1) The Board may, from time to time, make calls upon the Members in respect of any moneys 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 circumstance.
- Board may extend time for payment of any call
- 4) A call may be revoked or postponed at the discretion of the Board.
- Revocation or postponement of call
- 29 A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
- Call to take effect from date of resolution
- 30 All calls shall be made on a uniform basis on all shares falling under the same class.
- Call on shares of same class to be on uniform basis.
- Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
- 31 If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment 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.
- Installment on shares to be duly paid
- 32 The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- Liabilities of joint holders of shares
- 33 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.
- Sums deemed to be calls
- 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.
- Effect of non-payment of sums
- 34 1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate as may be fixed by the Board.
- Call to carry interest

2) The Board shall be at liberty to waive payment of any such interest wholly or in part. Board may waive interest

35 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 share 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. Partial payment not to preclude forfeiture

36 The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company. Provisions as to calls to apply mutatis mutandis to debentures, etc.

37 The Board:-

(a) may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him; and Payment in anticipation of calls may carry interest

(b) upon all or any of the moneys 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.

FORFEITURE OF SHARES

38. If any Member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment 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 installment as is unpaid, together with any interest which may have accrued and all the expenses that may have been incurred by the Company by reason of non-payment. If money payable on share not paid, notice to be given to Member

39 The notice aforesaid shall:-

Term 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.

40 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, share to be forfeited

41 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 effect forfeiture

- 42 When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting Member and on entry of the forfeiture with the date thereof, shall forthwith be made in the register of member 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 member
- 43 1. A duly verified declaration in writing that the declarant is a director, the manager or secretary of the Company, and that share(s) in the Company have 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(s). Certificate of forfeiture
2. The Company may receive the consideration, if any, given for the share(s) on any sale, re-allotment or disposal thereof and may execute a transfer of share in favour of the person to whom the share is/are sold or disposed of. Consideration for forfeiture and transfer of forfeited share
3. The transferee shall thereupon be registered as the holder of the share; and Transferee to be registered as holder
4. The transferee shall not be bound to see the application of the purchase money, if any, nor shall his title to the share(s) be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of share(s). Transferee not affected
- 44 1. A forfeiture of 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 to be property of the Company and 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. Cancel of Forfeiture
- 45 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 moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares. Member still liable to pay money owing at the time of forfeiture and interest
2. All such moneys payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. 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 moneys due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.
3. The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. Cessation of liability
- 46 The forfeiture of 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 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 the register of members in respect of such shares, the validity of the sale shall not be impeached by any person. Validity of sale

48 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 respective 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.

Cancellation of share certificates in respect of forfeited shares

49 The Board, may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering the same on such terms as it may think fit.

Surrender of share

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

Suma deemed to be calls

51 The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

Provisions as to forfeiture of shares to apply mutatis mutandis to debentures etc.

TRANSFER OF SHARES

52 1) The instrument of transfer of any share in the Company shall be 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.

53 The Board may, subject to the right of appeal conferred by the Act and subject to the provisions of the Act, the Rules, Listing Agreement and any other applicable law 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;

(b) any transfer of shares on which the Company has a lien;

(c) any transfer of shares where any statutory prohibition or any attachment or prohibitory order of a competent authority restrains the Company from transferring the shares out of the name of the transferor; or

(d) any transfer of shares where the transferor objects to the transfer provided he serves on the Company within a reasonable time a prohibitory order of a court of competent jurisdiction.

54 The Board may decline to recognize any instrument of transfer unless:-

(a) the instrument of transfer is in the form as prescribed in rules made under the Act;

Board may decline to recognize instrument of transfer

(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.

- 55 On giving not less than seven days' previous notice in accordance with the Act, 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.

- 56 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

- 57 1) On the death of a Member, the survivor or survivors where the Member was a joint holder, and his nominee or nominees and in absence of nominees the legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares. Title of shares of deceased 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.
- 58 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: Registration of person entitled to shares or otherwise than by transfer
- (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.
- 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.
- 3) The Company shall be fully indemnified by such person from all liability, if any, by action taken by the Board to give effect to such registration or transfer.
- 59 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. Right to election of holder
- 2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. Manner of testifying election
- 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. Limitations applicable to notice
- 60 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. Claimant to be entitled to same advantage

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

- 61 The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company

Provisions as to transmission to apply mutatis mutandis to debentures etc.

ALTERATION OF CAPITAL

- 62 Subject to the provisions of the Act, the Company may, by resolution prescribed under the Act, increase its share capital by such sum, to be divided into shares of such amount or such class, as may be specified in the resolution.

Increase in the share capital

- 63 Subject to the provisions of the Act, the Company may, by resolution prescribed under the Act :-

Alteration of share capital

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

- 64 Where shares are converted into stock :-

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Shares may be converted into stock

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 as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively unless the context otherwise requires.

Right of stockholders

- 65 The Company may, by resolution prescribed under the Act reduce in any manner and with, and subject to, any incident authorized and consent required by law :-

Reduction of Capital

- (a) its share capital;

- (b) any capital redemption reserve account; (c) any share premium account; or
(d) any other reserve in the nature of capital.

JOINT HOLDERS

- 66 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 :-
- (a) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share. Joint holders
- (b) On the death of any one or more of such joint holders, the survivor(s) shall be the person(s) recognized by the Company as having any title to the shares 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. Liability of joint holders
- (c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share. Death of one or more joint holders
- (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. Receipt of one sufficient
- (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 the 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 but the other or others of the joint holders shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. Delivery of certificate and giving of notice to first named holder
- (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. Vote of joint holders
- 67 The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names. Executors or administrators as joint holders
- 68 In respect of shares or other securities held in dematerialized form, the provisions relating to joint holders contained in these Articles shall apply mutatis mutandis to the joint beneficial owner. Provisions as to joint holders as to shares to apply mutatis mutandis to debentures
- Provisions relating to joint holder shall apply mutatis mutandis to the joint beneficial owner

CAPITALIZATION OF PROFITS

- 69 1) The Company may by resolution prescribed under the Act in General Meeting, upon the recommendation of the Board, resolve :- Capitalization

- a) that it is desirable to capitalize 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) amongst the Members who would have been entitled thereto, if distributed by way of dividend.

2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3), 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 of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid;
- c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
- d. A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of these Articles, be applied in the paying up of unissued shares to be issued to Members of the Company as fully paid bonus shares; and
- e. The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

70 1) Whenever such a resolution as aforesaid shall have been passed, the Board shall :-

Power of the Board for capitalization

- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
- (b) generally do all acts and things required to give effect thereto.

2) The Board shall have power :-

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
- (b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, 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 capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares.

Board's power to issue fractional certificates/ coupon etc.

3) Any agreement made under such authority shall be effective and binding on such Members.

Agreement binding on Members

BUY-BACK OF SHARES

- 71 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. Buy-back of shares

GENERAL MEETINGS

- 72 Subject to the provisions of the Act, an Annual General Meeting of the Members of the Company shall be held every year within six months after the expiry of each financial year, provided that not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours, that is, between such time as prescribed in the Act, on any day that is not a National Holiday and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situate. Annual General Meeting
- 73 All General Meetings other than Annual General Meeting shall be called Extra-ordinary General Meeting. Extra-ordinary General Meeting
- 74 The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting. Power of Board to call Extra-ordinary General Meeting

PROCEEDINGS AT GENERAL MEETINGS

- 75 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. Presence of quorum
- 2) No business shall be discussed or transacted at any General Meeting except election of Chairperson whilst the chair is vacant. Business confined to election of Chairperson whilst chair vacant
- 3) Save as otherwise provided herein, the quorum for the General Meetings shall be as prescribed in the Act. Quorum of General Meeting
- 76 The Chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company. Chairperson of the meetings
- 77 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. Directors to elect a Chairperson
- 78 If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their Members to be Chairperson of the meeting. Members to elect a Chairperson
- 79 On any business at any General Meeting, in case of equality of votes, whether on show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote. Casting vote of Chairperson
- 80 The Company shall cause minutes of the proceedings of every General Meeting or any class of Members or creditors and every resolution passed by a postal ballot to be prepared and signed in such manner as may be prescribed by the Act and 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. Minutes of proceedings of meetings and resolutions passed by postal ballot

There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting :-

Certain matters not to be included in minutes

- (a) is, or could reasonably be regarded as defamatory of any person; or
- (b) is irrelevant or immaterial to the proceedings; or
- (c) is detrimental to the interests of the Company.

The 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.

Discretion of Chairperson in relation to minutes

The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

Minutes to be evidence

- 81 1) The books containing the minutes of the proceedings of any General Meeting of the Company or a resolution passed by postal ballot shall:-

Inspection of minutes book of General Meeting

- (a) be kept at the registered office of the Company;
- (b) be open to inspection of any Member without any charge on all working days except Saturdays during such time as may be fixed by the Board.

- 2) Any Member shall be entitled to be furnished, within 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 the minutes referred to in clause (1) above. Provided that a Member who has made request for provision of 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.

Members may obtain copy of minutes

- 82 The Board, and also any person(s) authorized 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 right to attend and participate in the meeting shall be subject to such decision.

Powers to arrange security at meeting

ADJOURNMENT OF MEETING

- 83 1) The Chairperson may, suo moto, adjourn the meeting from time to time and from place to place and shall adjourn the meeting, if required, in accordance with the Act.

Chairperson may adjourn the meeting

- 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.

Business at adjourned meeting

- 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.

Notice of adjourned meeting

- 4) Save as aforesaid, and as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Notice of adjourned meeting not required

- 5) In case quorum is not present the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.

Adjournment of meeting when quorum not present

VOTING RIGHTS

- 84 Subject to any rights or restrictions for the time being attached to any class or classes of shares :-
- Entitlement to vote on show of hands and on poll
- (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.
- 85 A Member may exercise his vote at a meeting by electronic means in accordance with the provisions of the Act and the Rules and shall vote only once.
- Voting through electronic means
- 86 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.
- Vote of joint holders
- 2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- Seniority of names
- 87 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.
- How Members non compos mentis and minor may vote
- 88 Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission clause to any share may vote at any General Meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 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 share unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
- Votes in respect of shares of deceased or insolvent Members
- 89 Any business other than that upon which a poll has been demanded may be proceeded with, pending taking of the poll.
- Business pending taking of poll
- 90 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.
- Restriction on voting rights
- 91 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 forth in the preceding Article.
- Restriction on voting right in other cases to be void
- 92 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.
- Equal rights of Members

PROXY

- 93 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.
- Members 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 notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting
- Proxy when to be deposited

at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

94 An instrument appointing a proxy shall be in the form as prescribed in the Act and the Rules. Form of Proxy

95 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. Proxy to be valid notwithstanding death of the principal

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

BOARD OF DIRECTORS

96 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 15. Number of Directors

97 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 of the Company. Same individual may be appointed as Chairperson and Managing Director / Chief Executive Officer

98 The Managing Director(s) and Whole Time Director(s) shall be liable to retire by rotation. However, such retirement shall not be deemed as break in service, if such Managing Director(s) or Whole Time Director(s) are re-appointed immediately. The Board shall have the power to determine the directors whose period of office is or is not liable to retire by rotation subject to the provisions of the Act. Directors liable to retire by rotation

99 The Board shall consist of at least such number of Independent Directors as are statutorily required and such directors shall possess such qualification as may be prescribed under Act and shall be appointed for such tenure as prescribed by the Act and the Rules and they shall not be liable to retire by rotation and shall be paid, apart from sitting fees as referred in this Article such remuneration as may be decided by Board of directors in accordance with the approval granted by the Members in General Meeting. Independent Directors

100 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 resolution prescribed under the Act passed by the Company in General Meeting. Remuneration to required members consent

3) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid sitting fees as may be decided by the Board of directors within the limit prescribed under the Act and all travelling, hotel and other expenses properly incurred by them:- Sitting fees, travelling and other expenses

(a) In attending and returning from meetings of the Board of Directors or any Committee thereof or General Meetings of the Company;

(b) In connection with the business of the Company.

101 All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may Execution of negotiable instruments

be, by such person and in such manner as the Board shall from time to time by resolution determine.

- 102 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 additional director, provided that 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. Appointment of Additional Director
- 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. Duration of office of additional director
- 103 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. Appointment of alternate director
- 2) An alternate director shall not hold office for a period longer than the 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. Duration of office of alternate director
- 104 Subject to the provisions of the Act, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement. Appointment of Nominee director
- 105 1) If the office of the 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. Appointment of director to fill casual vacancy.
- 2) The director so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated. Duration of office of director appointed to fill casual vacancy
- 106 Subject to and in accordance with the provisions of the Act and the Rules, directors and their related parties as defined under the Act and the Rules may enter into any contract permissible under the Act. Director may contract with Company

BORROWING POWERS

- 107 Subject to the provisions of the Act and the Rules, the Board of directors may, from time to time at its discretion by a resolution passed at a Meeting of the Board, accept deposits from Members, either in advance of Calls or otherwise, and generally raise or borrow or secure the payment of any sum or sum of moneys for the Company. Power of the Board to borrow
- Provided, however, where the moneys to be borrowed together with moneys already borrowed exceed the aggregate of paid-up capital and free reserves as defined under the Act, no borrowings shall be made exceeding the amount consented to by the Members by way of resolution prescribed under the Act passed by Members.
- 108 The payment or re-payment of moneys borrowed aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of directors may think fit, and in particular by a resolution passed at a meeting of the Board (and not by circular resolution). Security for the Money borrowed

109 The Board may, subject to and in accordance with the provisions of the Act and the Rules, issue debentures or debenture stocks or any other securities for borrowing moneys by the Company (secured or unsecured) and such debentures, debenture stocks and securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Issue of,
debentures,
debenture stock
etc

110 Subject to the provisions of the Act, any debenture, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as the Board may think fit. However, debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting or through Postal Ballot.

Terms of issue
of debentures,
debentures
stock etc.

GENERAL POWERS OF BOARD

111 The management of the business of 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 authorized by the Memorandum 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 the Rules and other laws and of the Memorandum and these Articles made by the Company in General Meeting from time to time, provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulations had not been made.

General Powers
of the Company
vested in Board.

PROCEEDINGS OF THE BOARD

112 1) Subject to the provisions of the Act, 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 other director with the previous consent of the Board may, and 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 meeting

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 meeting

113 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

114 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 act
when number
falls below
minimum

115 1) The Chairperson of the Company shall be the Chairperson at the meetings of the Board. In his absence, the Board may elect a Chairperson of its

Who to preside
at meetings of
the Board

meeting and determine the period for which he holds the office.

- 2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting. Directors to elect a Chairperson
- 116 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. Delegation of powers
- 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. Committee to conform to Board's regulations
- 3) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audit visual means or teleconferencing as may be prescribed by the Rules or permitted under law. Participation at Committee meetings
- 117 1) A Committee may elect a Chairperson of its meetings. Chairperson of the Committee
- 2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Members present may choose one of their Members to be Chairperson of the meeting. Members of Committee to appoint Chairperson
- 118 1) Subject to the provisions of the Act and directions of the Board of directors, a Committee may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. Committee Meeting
- 2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the Members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote. Questions at Committee meeting how decided
- 119 All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director. Acts of Board or Committee valid notwithstanding defect of appointment
- 120 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. Passing of resolution by circulation
- 121 The minutes of the meeting of the Board and the Committees thereof shall be prepared and kept in accordance with the provisions of the Act and the Rules. Minutes of Board and Committee Meeting
- CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR
CHIEF FINANCIAL OFFICER**
- 122 In accordance with the provisions of the Act and the Rules, the Company shall have Key Managerial Personnel as mentioned in the Act. Key Managerial Personnel
- 123 Subject to the provisions of the Act :- Chief Executive Officer etc.
- (a) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer,

manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

124 A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Signing by
Director and
Chief Executive
Officer etc.

REGISTERS

125 The Company shall keep and maintain at its registered office all Statutory Registers (in physically or electronic mode) 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 Register of member, Index of Members and copies of Annual Returns with annexures thereto may be kept at such other place as may be approved by the Members by special resolution subject to the provisions of the Act and Rules. The Registers and copies of Annual Returns shall be available for inspection during working hours on all working days except Saturdays during such time as may be fixed by the Board, at the place where such Registers are kept and maintained, by the persons entitled thereto on payment, where required, without any fees in absence of any fees fixed by the Board in this behalf not exceeding the limits prescribed by the Rules.

Statutory
Registers

126 1) The Company may exercise the powers conferred on it by the Act with regard to 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 such Registers.

Foreign Register

2) The Foreign Register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the Register of member.

THE SEAL

127 The Board shall provide for the safe custody of the seal

The Seal, its
custody and use

128 Every deed or other instrument to which the seal of the Company is required to be fixed shall, unless the same is executed by a duly constituted attorney, be signed by one director and company secretary (if any) or some other person authorized by the Board for the purpose.

Affixation of
seal

DIVIDEND AND RESERVES

129 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.

Company in
General Meeting
may declare
dividend

130 Subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends as appear to it to be justified by the profits of the Company.

Interim dividend

131 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

Dividend only to
be paid out of
profits

which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.

- 2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve. Carry forward of profits

- 132 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. Division of profits

- 2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. Capital paid-up in advance at interest not to earn dividend
- 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. Dividends proportion to amount paid-up

- 133 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. Company's right to reimbursement there from

- 134 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. Retention of dividends

- 135 1) Any dividend, interest or other moneys payable in cash in respect of shares may be paid 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

- 136 Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other moneys payable in respect of such share. Receipt of one holder sufficient

- 137 No dividend shall bear interest against the Company. No interest on dividends

- 138 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

- 139 Unclaimed dividend shall be dealt in the manner as prescribed under the provisions of the Act and the Rules and other applicable laws. Unclaimed dividend

ACCOUNTS AND AUDIT

- 140 The Company shall maintain such book of accounts and book and papers as prescribed under the provisions of the Act and the Rules. Such book of account and book and paper shall be kept at such place as prescribed under the Act or as the Board of directors think fit subject to compliance with the applicable provisions of the Act. Maintenance of book of account
- 141 1) The books of accounts and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules. Inspection by Directors
- 2) No Member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorized by the Board. Restriction on inspection by Members
- 142 1) The financial statements, book of accounts and other relevant books and papers of the Company shall be examined and audited in accordance with the provisions of the Act and the Rules. Accounts to be Audited
- 2) Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Statutory Auditors shall be in accordance with the provisions of the Act and the Rules. Provisions relating to Statutory Auditors
- 143 1) In case the Company is required to maintain cost records and/or to get the same audited, the same shall be maintained and got audited, in the manner prescribed under the provisions of the Act and the Rules. Cost records and Audit
- 2) Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Cost Auditors shall be in accordance with the provisions of the Act and the Rules. Provisions relating to Cost Auditors
- 144 1) In case the Company is required to get its secretarial records audited by a Secretarial Auditor, the same shall be got audited, in the manner prescribed under the provisions of the Act and the Rules. Secretarial Audit
- 2) Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Secretarial Auditors shall be in accordance with the provisions of the Act and the Rules. Secretarial Auditors

WINDING UP

145 Subject to the provisions of the Act and the Rules:-

Winding up of Company

- 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

- 146 1) 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 expenses) 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. Directors and officers right to indemnity
- 2) Subject as aforesaid, every director, managing director, whole time director, manager, company secretary and other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
- 3) 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. Insurance

GENERAL

- 147 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 such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided. General powers
- 148 Any provisions contained in these Articles shall, to extent to which it is repugnant to the provisions of the Act or the Rules, become or be void, as the case may be without affecting other regulations contained in these Articles. Acts to override Articles in certain cases

SECRECY CLAUSE

- 149 Every Director, Manager, Auditor, Member of a Committee, officer, servant, agent, accountant, consultant or other person employed or engaged in the business of the Company, shall observe strict secrecy respecting all transactions and affairs of the Company and shall not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board of directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained. Secrecy
- 150 No Members shall be entitled to visit or inspect the Company's Works without the permission of the Board of directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion Restriction on visiting or inspecting the company's work by the members

We, the several persons whose names and address and descriptions are hereunder subscribed, are desirous of being formed into a Company in pursuant of this 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, Addresses and Description of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature of each Subscriber	Name, Addresses and Description of Witness
LALIT AGARWAL S/o Shri Mangilalji Garg 101, Swami Jai Ramdas Shopping Center, opp. Basant Park, Chembur, Bombay-400 074. (Business)	100 (Hundred)	Sd/-	Witness to all Sd/- GIRRAJ VIJAY VARGIYA S/o Late Shri Chand Vijaywargiya 4 & 5, Back Bay View, 4th Floor 3, Mama Permand Marg, (Queens Road), Opera House, Bombay - 400 004. (CHARTERED ACCOUNTANT)
JAIPRAKASH AGARWAL S/o Shri Mangilalji Garg 101, Swami Jai Ramdas Shopping Center, opp. Basant Park, Chembur, Bombay-400 074. (Business)	100 (Hundred)	Sd/-	
MAHENDRA AGARWAL S/o Shri Mangilalji Garg 101, Swami Jai Ramdas Shopping Center, opp. Basant Park, Chembur, Bombay-400 074. (Business)	100 (Hundred)	Sd/-	
RAMCHANDRA GARG S/o Shri Mangilalji Garg 101, Swami Jai Ramdas Shopping Center, opp. Basant Park, Chembur, Bombay-400 074. (Business)	100 (Hundred)	Sd/-	
MANGILAL GARG S/o Shri Mangilalji Garg 101, Swami Jai Ramdas Shopping Center, opp. Basant Park, Chembur, Bombay-400 074. (Business)	100 (Hundred)	Sd/-	
JUGALKISHOR GARG S/o Shri Mangilalji Garg 101, Swami Jai Ramdas Shopping Center, opp. Basant Park, Chembur, Bombay-400 074. (Business)	100 (Hundred)	Sd/-	
KISHANKUMAR GARG S/o Shri Mangilalji Garg 101, Swami Jai Ramdas Shopping Center, opp. Basant Park, Chembur, Bombay-400 074. (Business)	100 (Hundred)	Sd/-	
Total	700 (Seven Hundred Only)		

Bombay, Dated this 28th day of December, 1994.