

UNDER THE COMPANIES ACT, 1956

(1 of 1956)

COMPANY LIMITED BY SHARES

**Articles of Association
of
RAVILEELA GRANITES LIMITED**

1. No regulations contained in Table "A" in the first Schedule to the Companies Act, 1956, shall apply to this Company, but the regulation for the management of the Company and for the observance of the Members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution, as prescribed by the said Companies Act, 1956, be such as are contained in these Articles.

INTERPRETATION

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

"The Company" or "this Company" means RAVILEELA GRANITES LIMITED.

"The Act" means "the Companies Act, 1956" or any statutory modification or re-enactment thereof for the time being in force.

"In writing" and "written" include printing, lithography and other modes of representing or reproducing words in a visible form except in the case of minutes of meetings which must be written in hand in ink.

"Members" means the duly registered holders, from time to time, of the shares of the Company and includes the subscribers in the Memorandum of the Company.

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

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

"The Registrar" means the Registrar of Companies, Andhra Pradesh.

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

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

"Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2 (17) of the Act.

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

CAPITAL AND INCREASE AND REDUCTION IN CAPITAL

- (*) (3). The Authorized Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each
4. Subject to the provisions of Section 80 of the Act, any preference shares may be issued on the terms that they are, or at the option of the Company, liable to be redeemed on such terms and in such manner as the Company, before the issue of such shares, may by special resolution determine.
5. a) The Directors shall in making the allotment duly observe the provisions of the Act.
- b) The amount payable on application on each share shall not be less than 5 per cent of the nominal value of the share.
- c) Nothing herein contained shall prevent the Directors from issuing fully paid-up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company.

(*) - Altered vide Special Resolution passed at the Annual General Meeting held on 27.12.1999.

6. The Company in General Meeting may, from time to time, increase the Authorised Capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts, as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the resolution shall prescribe and, in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meetings of the Company in conformity with Section 87 of the Act. Whenever the Capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 97 of the Act.

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

8. Subject to the provisions of Sections 78, 80, 100 to 105 inclusive of the Act, the Company in General Meeting may, from time to time, by Special Resolution, reduce its capital and any capital redemption reserve account or shares premium account, in any manner for the time being authorised by law, and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power, the Company would have, if it were omitted.

9. Subject to the provisions of Section 94 of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its shares subject to as aforesaid, the Company in General Meeting may cancel shares which have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

10. The Company in General Meeting may convert any fully paid-up shares into stock and may at any time reconvert any stock into fully paid-up shares of any denomination. The provisions of Clauses 37, 38 and 39 of Table "A" in Schedule I to the Act shall apply when shares are converted into stock as aforesaid.

SHARES AND CERTIFICATES

11. The Company shall cause to be kept a Register and Index of Members in accordance with Sections 150 and 151 of the Act.

12. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.

13. The Board shall observe the restrictions as to allotment of shares to the public contained in Sections 69 and 70 of the Act and shall cause to be made the returns as to allotment provided for in Section 75 of the Act.

14. a) Where it is proposed to increase the subscribed capital of the Company by allotment of further shares, then such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company in proportion as nearly as circumstances admit, to the capital paid-up on those shares at the date. Such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than 15 days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined. After the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose off them in such manner as they think most beneficial to the Company.
- b) Notwithstanding anything contained in the preceding clause, the Company may :
- i) by a special resolution, or
 - ii) by an ordinary resolution and with the consent of the Central Government issue further shares to any person or persons and such person or persons may or may not include the persons who at the date of the offer are the holders of the equity shares of the Company.
- c) Notwithstanding anything contained in clause (b) above, but subject however to Section 81 (3), of the Act, the Company may increase its subscribed capital on exercise of an option attached to debentures issued or loans raised by the Company to convert such debentures or loans into shares, or to subscribe for shares of the Company.
15. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Board who may allot or otherwise dispose off the same to such persons on such terms and conditions and at such times as the Board thinks fit and with full power to allot shares of any class of the Company either subject to the provisions of Sections 78 and 79 of the Act, at a premium or at par or at a discount. The Board shall cause to be made the returns as to allotment provided for in Section 75 of the Act.
16. In addition to and without derogating from the powers for that purpose conferred on the Board under Articles 14 and 15, the Company in General Meeting may, subject to the provisions of Section 81 of the Act, determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or not) in such proportion and on such terms and conditions and either subject to compliance with the provisions of Sections 78 and 79 of the Act, at a premium or at par or at a discount at such General Meeting shall determine and with full power to give any person (whether a member or not) the option to call for or be allotted shares of any class of the Company either subject to the compliance with the provisions of Sections 78 and 79 of the Act, at a premium or at par or at a discount. Such option being exercisable at such terms and for such consideration as may be directed by such General Meeting. The Company in General Meeting may make any other provision whatsoever for the issue, allotment or disposal of any shares.
17. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purpose of these Articles be a Member.

- of
of
n-
de
an
ed
on
es
nk
- je
ot
ty
- on
an
ch
- ie
in
to
nd
le
- ie
ie
ie
is
er
or
/e
ly
'8
le
ie
e.
- d
ig
ie
18. The money, if any, which, the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the inscription of the name of the allottee in the Register of Members as the name of the holder of such become a debt to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
 19. Every member or his heirs, executors, administrators shall pay the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon in such amounts, at such time or times, and in such manner as the Board shall, from time to time in accordance with these Articles, require or fix for the payment thereof.
 20. a) Every member or allottee of shares shall be entitled, without payment, to receive one certificate specifying the name of the person in whose favour it is issued the shares to which it relates and the amount paid-up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letters of allotment or its fractional coupons of requisite value, save in cases of issues against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Every such certificate shall be issued under the Seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the secretary or some other person appointed by the Board for the purpose, and the two Directors or their attorneys and the other person shall sign the share certificate, provided that if the composition of the Board permits of it, atleast one of the aforesaid two Directors shall be a person other than the Managing Director or a Wholetime Director, if any. For any further certificate, the Board shall be bound to prescribe a charge not exceeding Rupee one. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued, indicating the date of issue.
 - b) Any two or more joint allottees of a share shall, for the purpose of this Article, be treated as a single member and the certificate of any share which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. The Company shall comply with the provisions of Section 113 of the Act.
 - c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Directors shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.
 21. a) No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn, old or decrepit, worn out, or where the cages on the reverse for recording transfers have been duly utilised, unless the certificate in lieu of which it is issued is surrendered to the Company. No fees shall be charged for a certificate issued in terms of this Article.
 - b) When a new share certificate has been issued in pursuance of clause (a) of this Article, it shall state on the face of it and against the sub or counterfoil to the effect that it is "issued in lieu of Share Certificate No. sub-divided/replaced on consolidation of shares".

- c) If a share certificate is lost or destroyed, a new certificate, in lieu thereof shall be issued only with the prior consent of the Board and on payment of such fee, not exceeding rupees two as the Board may from time to time fix, and on such terms, if any, as to evidence and indemnity as to payment of out of pocket expenses incurred by the Company in investigating evidence as the Board thinks fit.
 - d) When a new share certificate has been issued in pursuance of clause(c) of this Article, it shall state on the face of it and against the counterfoil to the effect that it is a "duplicate issued in lieu of Share Certificate No.....". The word "duplicate" shall be stamped or punched in bold letters across the face of the share certificate.
 - e) Where a new share certificate has been issued in pursuance of clause (a) or clause (c) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificates indicating against the name of the persons to whom the certificate is issued, the number and date of issue of the share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross references in the "remarks" column.
 - f) All blank forms to be issued of share certificate shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or such other person as the Board may appoint for the purpose; and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board.
 - g) The Managing Director for the time being, or if the Company has no Managing Director, every Director shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificate except the blank forms of share certificate referred into clause (f) of this Article.
 - h) All books referred to in clause (g) of this Article shall be preserved in good order permanently.
22. If any share stands in the names of two or more persons, the person first named in the Register of Members in respect of such share shall as regards receipt of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings and the transfer of the shares, be deemed the sole holder thereof but the joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such shares, and for all incidents thereof according to these Articles.
23. Except by an order of a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any, equitable, contingent, future or partial interest in any share, or except only as is by these Articles otherwise expressly provided any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person, from time to time, registered as the holder thereof; but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

24. None of the funds of the Company shall be applied in the purchase of any shares of the Company, and it shall not give any financial assistance for or in connection with the purchase or subscription of any shares in the Company or in its holding company save as provided by Section 77 of the Act.

UNDERWRITING AND BROKERAGE

25. Subject to the provisions of Section 76 of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring or agreeing to procure subscription (whether absolute or conditional) for any shares or debentures in the Company, so that the commission shall not exceed in the case of shares five per cent of the price at which the shares are issued and in the case of debentures two and half per cent of the price at which the debentures are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.
26. The Company may pay a reasonable sum for brokerage, as shall be lawful.

CALLS

27. The Board may, from time to time, subject to the terms on which any shares have been issued and subject to the conditions of allotment and a resolution passed at a meeting of the Board (and not by circular resolution) make such call as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board. A call may be made payable by instalments.
28. Thirty days notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.
29. A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board.
30. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
31. The Board may, from time to time, at its discretion extend the time fixed for the payment of any call, and may extend such time as to all or any of the members whom, from residence at a distance or other causes, the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.
32. If any member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 9 per cent per annum, but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.

33. 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 of which due notice has been given and payable on the date of which by the terms of issue the same became payable and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.
34. On the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares in respect of which such money is sought to be recovered that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the member or his representatives used in pursuance of these Articles, and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board Meeting at which any call was made, was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
35. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.
36. a) The Board may, if it thinks fit, agree to and receive from any member willing to advance the same all or any part of the amount of his shares beyond the sums actually called up, and upon the money so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Board may pay or allow interest at such rate, not exceeding, without the sanction of the Company in General Meeting, 9 per cent per annum, as the member paying the sum in advance and the Board agree upon, provided that money paid in advance of calls shall not confer a right to dividend or to participate in profits. The Board may agree to repay at any amount so advanced or may at any time repay the same upon giving to the member three months' notice in writing.
- b) No member paying any such sum in advance shall be entitled to voting rights in respect of the money so paid by him until the same would but for such payment become presently payable.

LIEN

The Company shall have a first and paramount lien upon every share not being fully paid-up registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for moneys called or payable at a fixed time in respect of such share

whether the time for payment shall actually have arrived or not and no equitable interest in any share be created except upon the footing and condition that Article 23 hereof is to have full effect. Such lien extends to all dividends from time to time declared in respect of such share. Unless otherwise agreed, the registration of a transfer of a share shall operate as a waiver of the Company's lien, if any, in such share.

38. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such share and may authorise one of its Directors to execute a transfer thereof on behalf of and in the name of such member. No sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or his representative and default shall have been made by him or them in payment, fulfilment or discharge of such debts, liabilities or engagements for fourteen days after such notice.

39. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares immediately prior to the same.

FORFEITURE OF SHARES

40. If any member fails to pay any call or instalment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may at any time thereafter during such time as the call or instalment remains unpaid give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

41. The notice shall name a day (not being less than fourteen days from the date of service of the notice) and a place or places on and at which such call or instalment and such interest thereon at such rate not exceeding 9 per cent per annum as the Board shall determine from the date on which such call or instalment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment at or before the time and at the place appointed the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.

42. If the requirement of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given may at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect.

43. When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture with the date thereof shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

44. Any share so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed off, either to the original holder or to any other person, upon such terms and in such manner as the Board shall think fit.
45. Any member whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture be liable to pay and shall forthwith pay to the Company on demand all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment at such rate not exceeding 9 per cent per annum as the Board may determine and the Board may enforce the payment thereof if it thinks fit.
46. The forfeiture of a share shall involve extinction, at the time of the 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 except only such of those rights as by these Articles, are expressly saved.
47. A declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
48. Upon any sale or other disposal under the provisions of the preceding Articles, the certificates originally issued in respect of relative shares shall stand cancelled and become null and void and of no effect, and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.
49. The Board may at any time before any share so forfeited shall have been sold or otherwise disposed off, annul the forfeiture thereof upon such conditions as it thinks fit.

TRANSFER AND TRANSMISSION OF SHARES

50. The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transmission of any share.
51. The instrument of transfer of any share shall be in writing in the prescribed form under the Companies (Central Government) General Rules and Forms, 1956.
52. Every such instrument of transfer shall be executed both by the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof.
53. The Board shall have power on giving not less than seven days' previous notice by advertisement in a news paper circulating in the District in which the Registered Office is situated to close the Register of Members or Register of Debenture-holders at such time or times and for such period or periods not exceeding thirty days at a time and not exceeding in the aggregate forty five days in each year, as it may seem expedient.

54. Subject to the provisions of Section 111 of the Act, the Board, without assigning any reason for such refusal, may, within two months from the date on which the instrument of transfer was delivered to the Company, decline to register any transfer of shares and, in the case of shares not fully paid-up, refuse to register a transfer to a transferee of whom they did not approve, provided the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on shares, if the Board refuses to register the transfer of any shares, the Company shall, within two months from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal.
55. Where in the case of partly paid shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 110 of the Act.
56. In case of death of any one or more of the persons named in the Register of Members as the Joint-holders of any share, the survivors shall be the only persons recognised by the Company as having any title to or interest in the share, but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
57. The executors or administrators or holders of a Succession Certificate or the legal representatives of a deceased Member (Not being one of two or more joint-holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such Member and the Company shall not be bound to recognise such executors or administrators or holders of Succession Certificate or the legal representatives shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India; provided that in any case where the Board in its absolute discretion thinks fit, it may dispense with production of Probate or Letters of Administration or Succession Certificate and upon such terms as to indemnity or otherwise as the Board in its discretion may think necessary and under Article 60 register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a Member.
58. No share shall in any circumstances be transferred to any infant, insolvent or person of unsound mind.
59. Subject to the provisions of Articles 57 and 58, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or Insolvency of any Member, or by any lawful means other than by a transfer in accordance with these Articles, may, upon producing such evidence that he sustains the character in respect of which he proposed to act under this Article or of this title as the Board thinks sufficient, either get himself registered as the holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder. Provided nevertheless, that is, such person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be free from any liability in respect of the shares.

60. A person entitled to a share by transmission shall subject to the right of the Directors to retain such dividends or moneys as hereinafter provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the shares.
61. Every instrument of transfer shall be presented to the Company duly stamped to registration accompanied by such evidence as the Board may require to prove the title of the transferor and his right to transfer the shares and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.
62. Before the registration of a transfer, the certificate of the share to be transferred or, if no such certificate is in existence, a letter of allotment of such share, must be delivered to the Company along with, save as provided in Section 108 of the Act, a properly stamped and executed instrument of transfer.
63. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of share made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest, to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, to any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

64. Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 39 of the Act shall be sent by the Company to every Member at his request within seven days on payment of the sum of Rupee one for each copy.

BORROWING POWERS

65. Subject to the provisions of Section 58A 292 and 293 of the Act and of these Articles, the Board 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 or of any sum or sums of money for the Company. Provided, however, where the money to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up Capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board shall not borrow such moneys without the consent of the Company in General Meeting.
66. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of debentures or debenture stock of the Company, charged upon all or any

part of the property of the Company (both present and future), including its uncalled Capital for the time being, and debentures, debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

67. Any debentures may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of a Special Resolution of the Company in General Meeting.
68. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 143 of the Act of all mortgages, debentures and charges specifically effecting the property of the Company; and shall cause the requirements of Sections 118, 125 and 127 to 144 (both inclusive) of the Act in that behalf to be duly complied with, so far as they fail to be complied with by the Board.
69. The Company shall, if at any time issues debentures, keep a Register and Index of Debenture-holders in accordance with Section 152 of the Act.

MEETINGS OF MEMBERS

70. Subject to Section 166 of the Companies Act, 1956 every Annual General Meeting shall be called for a time during business hours, on a day that is not a public holiday, and shall be held at the office or at some other place within the city, town or village in which the office is situated as the Board may determine and the notice calling the meeting shall specify it as the Annual General Meeting. The Company may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting. Every member shall be entitled to attend either in person or by proxy and the auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting there shall be laid on the table the Directors' Report and Audited Accounts and Balance Sheet, Auditor's Report (if not already incorporated in the Audited Accounts and Balance Sheet), the proxy Register with proxies and Register of Directors' share-holdings which Registers shall remain open and accessible during the continuance of the Meeting. The Board shall prepare the annual list of Members, summary of Share Capital, Balance Sheet and Profit and Loss Account, forward same to the Registrar, in accordance with Sections 159, 161 and 220 of the Act.
71. The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting and it shall do so upon a requisition in writing by any Member or Members holding in the aggregate not less than one-tenth of such of the paid-up capital as at the date carried the right of voting in regard to the matter in respect of which the requisition has been made.
72. Any valid requisition so made by Members must state the objects or object of the Meeting proposed to be called, and must be signed by the requisitionist, and be deposited at the office provided that such requisition may consist of several documents like form each signed by one or more requisitionists.

73. Upon receipt of any such requisition, the Board shall forthwith call an Extra-ordinary General Meeting, and if it does not proceed within twenty one days from the date of the requisition being deposited at the office to cause a meeting to be called on a day not later than 45 days from the date of deposit of the requisition, the requisitionists, or such or their number as represent either a majority in value of the paid-up share capital held by all of them or not less than one-tenth of such of the paid-up share capital of the Company as is referred to in Section 169 (4) of the Act, whichever is less, may themselves call the meeting but in either case any meeting so called shall be held within three months from the date of delivery of the requisition as aforesaid.
74. Any meeting called under the foregoing Articles by the requisitionists shall be called in the same manner, as nearly as possible as that in which meetings are to be called by the Board.
75. Twenty one days' notice at least for every General Meeting, Annual or Extra-ordinary, and by whomsoever called, specifying the day, place and hour of meeting and general nature of the business to be transacted thereat, shall be given in the manner hereinafter provided to such persons who are under these Articles entitled to receive notice from the Company. Provided that in the case of Annual General Meeting with the consent in writing of all the Members entitled to vote thereat, and in case of any other meeting with the consent of Members holding not less than 95 per cent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting, a meeting may be convened by a shorter notice. In the case of Annual General Meeting, if any business other than (i) the consideration of the accounts, Balance Sheet and Reports of the Board of Directors and Auditors, (ii) the declaration of the dividend, (iii) the appointment of Directors in place of those retiring, (iv) the appointment of and fixing of the remuneration of the Auditors, is to be transacted, and in the case of any other meeting in any event there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any therein of any Director and the Manager, if any. Where any such item of business relates to or affects any other company, the extent of shareholding, interest in the other company of every Director and the Manager, if any of the Company shall also be set out in the statement if the extent of such shareholding, interest is not less than twenty per cent of the paid-up share capital of that other company. Where any item of business consists of according to the approval of any document by the meeting the time and place where the document can be inspected shall be specified in the statement aforesaid.
76. The accidental omission to give any such notice as aforesaid to any of the Members, or the non-receipt thereof shall not invalidate any resolution passed at any such meeting.
77. No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices, upon which it was convened.
78. Five members present in person shall be a quorum for a General Meeting. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 187 of the Act.
79. If within half-an-hour from the time appointed for holding a meeting, a quorum shall not be present, the meeting if convened by or upon the requisition of Mem-

bers, shall stand dissolved but in any other case the Meeting shall stand adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day and at such other time and place within the city in which the office is situated as the Board may determine and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting the members present shall be a quorum and may transact the business for which the meeting was called.

80. The Chairman, if any of the Board of Directors shall be entitled to take the Chair, at every General Meeting whether Annual or Extra-ordinary. If there be no such Chairman of the Board of Directors or if at any meeting he shall not be present within ten minutes of the time appointed for holding such meeting or shall decline to take the Chair, then the Managing Director shall be entitled to take the Chair and failing all of them the Members present shall elect another Director as the Chairman, and if no Director be present or if all Directors present decline to take the Chair, then the Members present shall elect one of their number to be the Chairman.
81. No business shall be discussed at any General Meeting except the election of a Chairman, whilst the Chair is vacant.
82. The Chairman with the consent of the meeting, may adjourn any meeting from time to time and from place to place within the City in which the office is situated but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
83. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five members having the right to vote on the resolution and present in person or by the Chairman of the meeting or by any member or members holding not less than one-tenth of the total voting power in respect of the resolution or by any member or members present in person or by proxy and holding shares in the Company conferring a right to vote on resolution being shares on which an aggregate sum has been paid-up which is not less than one-tenth of the total sum paid-up on all the shares conferring the right, and unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority or lost, and an entry to that effect in the Minutes Book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
84. In the case of an equality of votes the Chairman shall both either on a show of hands or at a poll, if any, have a casting vote in addition to the vote or votes if any, which he may be entitled as a Member.
85. If a poll is demanded as aforesaid the same shall, subject to Article 87, be taken at such time (not later than forty eight hours from the time when the demand was made) and place within the City in which the office is situated and either by open voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

86. Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutinisers to scrutinise the votes given on the poll and to report thereon to him. One of the scrutinisers so appointed shall always be a Member. (Not being an officer or an employee of the Company) present at the meeting provided such a Member is available and willing to be appointed. The Chairman shall have power at any time before the results of the poll is declared to remove a scrutinsier from office and fill vacancies in the office of scrutinsier arising from such removal or from any other case.
87. Any poll duly demanded on the election of a Chairman of a Meeting or on any question of adjournment shall be taken at the meeting forthwith.
88. The demand for poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTE OF MEMBERS

89. No Member shall be entitled to vote either personally or by proxy at any General Meeting of a class of shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
90. Subject to the provisions of these Articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the Capital of the Company, every Member not disqualified by the last preceding Article shall be entitled to be present and to speak and vote at such meeting and on a show of hands every member present in person shall have one vote and upon a poll every Member present in person or by proxy shall, subject to clause (b) of sub-section (1) of Section 87 of the Act, have one vote for every share held by him either alone or jointly with any other person or persons. Provided, however, if any preference shareholders be present at a meeting of the Company then save as provided in clause (b) of sub-section (2) of Section 87 of the Act, he shall only have a right to vote in respect of such preference share on resolution placed before the meeting which directly affect the rights attached to his preference shares.
91. On a poll taken at a meeting of the Company, a Member entitled to more than one vote, or his proxy or other person entitled to vote for him as the case may be, need not, if he votes use all his votes, or cast in the same way all the votes he uses
92. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction may vote, whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on poll, vote by proxy; if any Member be a minor, the vote in respect of his share or shares shall be by his guardian, or any of his guardians if more than one, to be elected in case of dispute by the Chairman of the meeting.
93. If there be joint registered holders of any shares, any one of such persons may vote at any meeting or may appoint another person (whether a member or not) as his proxy in respect of such shares as if he were solely entitled thereto, but the proxy so appointed shall

any right to speak at the meeting and, if more than one of such joint holders be present at any meeting, that, one of the said persons so present whose name stands higher on the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased member in whose name the shares stand shall for the purpose of these Articles be deemed joint holders thereof.

94. Subject to the provisions of these Articles votes may be given either personally or by proxy. A body corporate being a member may vote either by a proxy or by a representative duly authorised in accordance with Section 187 of the Act, and such representative shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual member.
95. Any person entitled under Article 60 to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he shall satisfy the Board of his right to transfer such shares and give such indemnity, if any, as the Board may require or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
96. Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the Common Seal of the corporation, or be signed by any officer or any attorney duly authorised by it, and any committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meeting.
97. An instrument of proxy may appoint a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purposes of every meeting of the Company or every meeting to be held before the date specified in the instrument and every adjournment of any such meeting.
98. No member present only by proxy shall be entitled to vote on a show of hands, unless such member is a body corporate present by a proxy who is not himself a member, in which case such proxy shall have a vote on the show of hands as if he were a Member.
99. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the office not later than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
100. Every instrument of proxy whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms set out in Schedule IX of the Act.
101. A vote given in accordance with the provisions of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the office before the meeting.

102. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.
103. The Chairman of any meeting shall be the sole judge of the validity of every vote rendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
104. a) The Company shall cause minutes of all proceedings of every General Meeting to be kept in accordance with Section 193 of the Act.
- b) Any such minutes shall be evidence of the proceedings recorded therein.
- c) The book containing the minutes of proceedings of General Meetings shall be kept at the office and shall be open, during business hours, for such periods not being less, in the aggregate, the two hours in each day as the Director may determine, to the inspection of any Member without charge.

DIRECTORS

105. a) Until otherwise determined by General Meeting, the number of Directors shall neither be less than Three nor more than Twelve inclusive of the nominees Directors, Technical Directors, Special Directors and Debenture Directors, Alternate and Additional Directors, if any.
- b) The Directors of the Company are :
- | | |
|--------------------------|-----------------------|
| 1. P. SRINIVAS REDDY | 4. N. CHINNAPPA REDDY |
| 2. D. SURENDRANATH REDDY | 5. J. VASANTHA |
| 3. N. JAYANTH REDDY | |
106. Subject to the provisions of Sections 260, 261 and 284 (6) of the Act, the Directors shall have power at any time and from time to time to appoint any qualified person as a Director either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as above. Any Director appointed to fill a casual vacancy shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it has not been vacated. Any person appointed as an Additional Director shall hold office only upto the conclusion of the next Annual General Meeting of the Company, but he shall be eligible for re-appointment at such Meeting.
107. The Directors of the Company may appoint an Alternate Director to act for a Director (hereinafter called the Original Director) during his absence for a period of not less than three months from the State in which meetings of the Board ordinarily held. An Alternate Director shall vacate office, if and when the Original Director returns to the State. If the term of office of the Original Director is determined before he returns to that State, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.

- or poll at
proxy not
meeting
- rendered
judge of
- ng to be
- kept at
less, in
inspec-
- neither
technical
if Direc-
- s shall
director
number
. Any
which
t been
, upto
ligible
- (here-
three
ernate
If the
e, any
rector
After-
08. i) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys shall be owing by the Company to Industrial Development Bank of India (IDBI) or any other Financing Corporation or Company or Body (hereinafter referred to as the "Corporation") and/or so long as the Corporation holds the Shares/Debentures in the Company as a result of underwriting assistance granted to the Company each such Corporation shall pursuant to an agreement between it and the Company, have the right to appoint one or more persons as Director(s) on the Board of Directors of the Company (each such Director hereinafter referred to as "the Corporation Director"). The Corporation Director shall not be required to hold qualification shares and shall not be liable to retire by rotation. The Corporation may at any time and from time to time remove the Corporation Director appointed by it, in the event of such removal and also in case of death or resignation of the Corporation Director, appoint another in his place and also fill any vacancy which may occur as a result of the Corporation Director ceasing to hold office for any reason whatsoever. Such appointment or removal shall be made in writing by the Corporation and shall be delivered to the Company at its Registered Office. The Board of Directors of the Company shall have no power to remove from office the Corporation Director. The Corporation Director shall be entitled to attend General Meetings, Board Meetings and Committee Meetings of which he is a member, and the Corporation Director as well as the Corporation shall be entitled to receive notices of all such meetings. The Corporation Director shall be paid normal fees and expenses to which other Directors are entitled PROVIDED THAT if the Corporation Director nominated by IDBI is an officer of the Reserve Bank of India (RBI) or IDBI, no sitting fees shall be payable to him but the Company shall reimburse RBI or IDBI, as the case may be the amount paid or payable under its rules to such Corporation Director or amount of travelling and halting allowances and any other expenses for attending any General Meeting or any meeting of the Board or Committee of the Board of the Company.
- ii) In connection with, any collaboration arrangement with any Company or Corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the Directors may authorise such Company, Corporation, firm or person (hereinafter in this clause referred to as "Collaborator") to appoint from time to time, any one or more person(s) as Director(s) of the Company (hereinafter referred to as "Special Director(s)") and may agree that such Special Director(s) shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for the office of such Director, so however that such Special Director shall hold office so long as such collaboration arrangement remains in force, unless otherwise agreed upon between the Company and such Collaborator under the collaboration arrangements or at any time thereafter. The Collaborator may at any time and from time to time remove any Special Director(s) appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed at any time, appoint any other person(s) as Special Director(s) in his place and such appointment or removal shall be made in writing signed by such Company or Corporation or any partner or such person and shall be delivered to the Company at its Registered Office. It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one person as a Director and so that if more than one Collaborator is so entitled there may be at any time as many Special Directors as the Collaborators are eligible to make the appointment. Every Collaborator entitled to appoint Directors under this Article may appoint one or more person(s) as Director(s).

109. No share qualification shall be necessary for any Director.

110. The remuneration of every Director, inclusive of the Alternate Director, if any, and the Debenture Director if any shall be such amount as may be fixed by the Directors pursuant to the provisions of the Act, for every meeting of the Board or a Committee which the Director attends. Notwithstanding anything contained in this Article, the Directors may at any time and from time to time at their absolute discretion resolve, without being bound to do so, for reasons of commercial expediency, to waive or forego a part or the whole of the remuneration payable to them under this Article.

111. Subject to the provisions of Sections 309, 310 and 314 of the said Act:

- a) The Directors shall also be paid such further remuneration, if any, as the Company in General Meeting may determine from time to time by Special Resolution and such further remuneration shall be divided among the Directors in such proportion and manner as the Directors may agree among themselves from time to time and in the absence of any such agreement, in proportion to their respective attendance at the Board Meetings during the year preceding the General Meeting.
- b) If any Director being willing shall be called upon to leave and reside away from his usual place of residence on the Company's business or to perform extra services (which expression shall include the work done by a Director in signing certificates of Shares or Debentures issued by the Company; or work done by him as a Member of any Committee appointed by Directors in terms of these Articles), the Directors may have an arrangement with such a Director for Special Remuneration for the extra services performed either by way of salary or commission, or by way of participation in profits or by a fixed sum of money and such remuneration may be either in addition to or in lieu of his remuneration provided by these Articles.
- c) A Director shall also be paid in addition to the fee for attending meetings of the Board and Committee, a fair compensation to cover his travelling, lodging, boarding and other expenses incurred by him in the process of attending the meeting of the Board or Committee at a venue in municipal limits whereof, he is not ordinarily a bonafide resident.
- d) The Directors shall be entitled to be repaid any travelling and other expenses incurred in connection with the business of the Company.

112. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting but for not other purposes.

113. Subject to Section 283(2) of the Act, the office of a Director shall become vacant if :

- a) he fails to obtain within the time specified in sub-section (i) of Section 270 of the Act or at any time thereafter ceased to hold the share qualification, if any, required of him by these Articles; or
- b) he is found to be of unsound mind by a Court of Competent Jurisdiction; or
- c) he is found to be adjudicated as insolvent; or
- d) he is adjudged an insolvent; or
- e) he fails to pay any call made on him in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the date fixed for the payment of such call; unless the Central Government has by notification in Official Gazette removed the disqualification incurred by such failure; or
- f) if the provisions of Section 314 (1) are contravened and therefore, he is deemed to have vacated office under sub-clause(s) of Section 314 of the Act; or
- g) he becomes disqualified by an Order of Court under Section 203 of the Act; or
- h) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is a partner or any Private Company of which he is a Director, accepts a loan, or any guarantee or security for a loan from the Company in contravention of Section 295 of the Act; or
- i) he is removed in pursuance of Section 248 of the Act; or
- j) he acts in contravention of Section 299 of the Act; or
- k) he is convicted by a Court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than six months; or
- l) he absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board for a continuous period of three months whichever is longer, without obtaining leave of absence from the Board; or
- m) he having been appointed a Director by virtue of his holding any office or any employment in the Company ceases to hold such office or other employment in the Company.

114. Subject to the provisions of Section 297 of the Act, a Director or his relative in a firm where such Director or his relative is a partner, any other partner in such a firm or a Private Company, of which such Director is a member or Director, may enter into a contract with the Company for the sale, purchase or any supply of goods, materials or services or for underwriting the subscription of any shares in, or debentures of the Company provided that consent of the Directors is obtained by a resolution passed at a meeting of the Directors before the contract is entered into or within three months of the date on which it was entered into. No such consent, however, shall be necessary to any such contract or contracts for the purchase or the sale of goods and materials for cash at prevailing market price

or for the sale, purchase or supply of goods, materials for services in which either the Company or the Directors, firm, partner or Private Company as the case may be, regularly trades or does business provided that the value of such goods and the costs of such services do not exceed five thousand rupees in the aggregate in any calendar year comprised in the period of the contract or contracts. The Directors so contracting or being so interested shall not be liable to the Company for any profit realised by any such contract or the fiduciary relation thereby established.

115. A Director who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement entered into, or a proposed contract of management to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest, at a meeting of the Board in the manner provided in Section 299 (2) of the Act; provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into or to be entered into with any other Company where any of the Directors of the Company or any such other Company or two or more of them together hold not more than two per cent of the paid-up share capital in such other Company or the Company, as the case may be, a general notice given to the Board by the Director, to the effect that he is a Director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate, firm, shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the financial year in which it is given but may be renewed for a further period of one financial year at a time by a fresh notice given in the last month of the financial year in which it would have otherwise expired. No such general notice and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board of the Directors concerned takes reasonable steps to secure that it is brought up and read and at the first meeting of the Board after it is given.

116 No Director shall as a Director, take any part in the discussion, or vote any contract or arrangement entered into or to be entered into by or on behalf of the Company; if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussions or vote; and if he does vote his vote shall be a void; provided, however, that nothing herein contained shall apply to :

- a) any contract of indemnity against any loss which the Directors, or any one or more of them suffer by reason of becoming or being sureties or a surety for the Company;
- b) any contract or arrangement entered into or to be entered into with a public company or a private company which is subsidiary of a public company in which the interests of the Director consists solely.
 - i) in his being :
 - a) a Director of such Company, and
 - b) The holder of not more than shares of such number or value therein as is required to qualify him for appointment as a Director thereof, he having been nominated as such Director by the Company or

- ii) in his being a member holding not more than two per cent of its paid-up share capital.
117. The Company shall keep a register in accordance with Section 301(1) of the Act and shall within the time specified in Section 301 of the Act enter therein such of the particulars as may be relevant having regard to the application thereto of Section 297 or Section 299 of the Act, as the case may be. The register aforesaid shall also specify, in relation to a Director, the names of bodies corporate and firms of which notice has been given by him. The register shall be kept at the office and shall be open to inspection by members in accordance with Section 301(5) of the Act.
 118. A Director may be or become a Director of any Company promoted by a Company, a Company, or in which it may be interested as a vendor, shareholder or otherwise, and no such Director shall be accountable for any benefits received as Director or Shareholder of such Company except in so far as Section 309(6) or Section 314 of the Act may be applicable.
 119. Not less than two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as expressly provided in the Act and these Articles, be appointed by the Company in General Meeting. The remaining Directors shall be in accordance with these Articles.
 120. At every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or multiples of three, the number nearest to one-third shall retire from office.
 121. Subject to the provisions of Section 262(2) and 284(5) of the Act, the Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment but as between persons who became Directors on the same day, those who are to retire shall, in default or and subject to any agreement among themselves, be determined by lot.
 122. A retiring Director shall be eligible for re-election.
 123. Subject to the provisions of Sections 236, 255, 258, 261, 264, 284, 314 and other applicable provisions, if any, of the Act the Company at the Annual General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.
 124. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.
 125. If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy the retiring Director shall be deemed to have been re-appointed at the adjournment meeting, unless.
 - i) at that meeting or at the previous meeting a resolution for the re-appointment of such Director has been up to the meeting and lost;

- ii) in his being a member holding not more than two per cent of its paid-up share capital.
- 117. The Company shall keep a register in accordance with Section 301(1) of the Act and shall within the time specified in Section 301 of the Act enter therein such of the particulars as may be relevant having regard to the application thereto of Section 297 or Section 299 of the Act, as the case may be. The register aforesaid shall also specify, in relation to a Director, the names of bodies corporate and firms of which notice has been given by him. The register shall be kept at the office and shall be open to inspection by members in accordance with Section 301(5) of the Act.
- 118. A Director may be or become a Director of any Company promoted by a Company, a Company, or in which it may be interested as a vendor, shareholder or otherwise, and no such Director shall be accountable for any benefits received as Director or Shareholder of such Company except in so far as Section 309(6) or Section 314 of the Act may be applicable.
- 119. Not less than two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as expressly provided in the Act and these Articles, be appointed by the Company in General Meeting. The remaining Directors shall be in accordance with these Articles.
- 120. At every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or multiples of three, the number nearest to one-third shall retire from office.
- 121. Subject to the provisions of Section 262(2) and 284(5) of the Act, the Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment but as between persons who became Directors on the same day, those who are to retire shall, in default or and subject to any agreement among themselves, be determined by lot.
- 122. A retiring Director shall be eligible for re-election.
- 123. Subject to the provisions of Sections 236, 255, 258, 261, 264, 284, 314 and other applicable provisions, if any, of the Act the Company at the Annual General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.
- 124. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.
- 125. If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy the retiring Director shall be deemed to have been re-appointed at the adjournment meeting, unless.
 - i) at that meeting or at the previous meeting a resolution for the re-appointment of such Director has been up to the meeting and lost;

- iii) Every Director of the Company (including a person deemed to be a Director by virtue of the explanation to sub-section (1) of Section 303 read with Section 7 of the Act) and other persons mentioned in Section 303 of the Act shall, within 21 days of his appointment, to any of the above offices in any other body corporate disclose to the Company the particulars relating to his office in the other body corporate which are required to be specified under sub-section (1) of Section 303 of the Act.
- iv) Every Director and every person deemed to be a Director of the Company by virtue of sub-section (10) of Section 307 of the Act, shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section.

CHAIRMAN / MANAGING DIRECTOR / EXECUTIVE DIRECTOR

- 130. Subject to the provision of the Act, the Board shall have power to appoint from time to time one or more of their body to the office of the Chairman / Managing Director / Executive Director (Wholetime Director) for such period and on such terms as they think fit, such period not exceeding five years at a time. A Director so appointed shall not whilst holding that office be subject to retirement by rotation. The Board may by resolution vest in such Chairman / Managing Director / Executive Director such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions, as it may determine. The remuneration of the Chairman / Managing Director / Executive Director (Wholetime Director) may be by way of monthly payment, participating in profits or by either or both of these modes or any other mode not expressly prohibited by the Act.
- 131. The Chairman / Managing Director / Executive Director shall not exercise the powers to :
 - a) Make calls on shareholders in respect of money unpaid on their shares in the Company; and ;
 - b) issue debentures;
 - c) and except to the extent mentioned in a resolution passed pursuant to Section 292 of the Act, the Managing Director shall also not exercise the powers to
 - i) borrow moneys
 - ii) invest the funds of the Company, and
 - iii) make loans
- 132. The Company shall not appoint or employ or continue the appointment or employment of a person as its Chairman / Managing Director / Executive Director, who;
 - a) is an undischarged insolvent, or has at any time been adjudged an insolvent;
 - b) suspends or has at any time suspended with his creditors; or makes or has at any time made a composition with them; or
 - c) is or has at any time been convicted by a Court of an offence involving moral turpitude.
- 133. The Chairman / Managing Director / Executive Director shall not while he continues to hold that office, be subject to retirement by rotation in accordance with Article 120, but he shall

be subject to the same provisions as to resignation and removal as the other Directors and if he ceases to hold the office of Director he shall ipso facto and immediately cease to be the Managing Director.

PROCEEDINGS OF THE BOARD OF DIRECTORS

134. The Directors may meet together as a Board for the despatch of business from time to time as provided in Section 285 of the Act. The Directors may adjourn and otherwise regulate their meetings as they think fit.
135. Save with the consent in writing of all the Directors not less than seven days notice in writing shall be given of every meeting of the Board. Such notice shall be given to every Director for the time being in India, and his usual address in India, to every other Director. No such meeting of the Directors shall be competent to enter upon discussion or transact any business which has not been mentioned in the notice or notices upon which it was convened unless the Directors present at the meeting unanimously agree to discuss or transact such business.
136. Subject to Section 287 of the Act, the quorum for a meeting of the Board shall be one-third of its total strength (excluding Directors if any whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one), or two Directors whichever is higher. Provided that where at any time the number of the interested Directors exceeds or is equal to two-thirds of the total strength the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time.
137. If a meeting of the Board could not be held for want of a quorum, then the meeting shall automatically stand adjourned to such other time as may by notice be fixed by the Chairman not being later than seven days from the date originally fixed for the meeting.
138. Subject to the provisions of Article 134 a Director may at any time, and the Secretary upon the request of a Director, shall convene a meeting of the Board.
139. The Chairman of the Company will be appointed by the Board of Directors. The said Chairman shall have a casting vote in addition to his own vote. If at any meeting of the Board, the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Deputy Chairman will occupy the chair. In case, the Deputy Chairman also fails to attend within fifteen minutes, Directors present may choose one of their members to be Chairman of the Meeting.
140. Questions arising at any meeting of the Board shall be decided by a majority of votes and in case an equality of votes, the Chairman shall have a second or casting vote.
141. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act, or these Articles are for the time being vested in or exercisable by the Board generally.
142. Subject to the restrictions contained in Section 292 of the Act, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of its body

as it thinks fit and it may from time to time revoke and discharge any such Committee of the Board either wholly or in part, and either as to persons or purposes, but every Committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and fulfilment of the purpose of its appointment but not otherwise shall have the like force and effects as if done by the Board.

143. The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board including the voting rights of the Chairman and keeping of minutes thereof, so far as the same are applicable thereto and are not superceded by any regulations made by the Board under the last preceding Articles.
144. No resolution shall be deemed to have been duly passed by the Board or by Committee thereof by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the Members of the Committee then in India not being less in number than quorum at their respective addresses provided for such purpose and has been approved by a majority of such of the Directors or Members of the Committee as are entitled to vote on the resolution.
145. All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person has been duly appointed and was qualified to be a Director and had not vacated his office or his appointment had not been terminated. Provided that nothing in this Article shall be deemed to have validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
146. a) The Company shall cause minutes of all proceedings or every meeting of the Board to be kept in accordance with Section 193 of the Act.
b) Any such minutes shall be evidence of the proceedings recorded therein.
147. Subject to the provisions of the Act, the control of the Company shall be vested in the Board who shall be entitled for exercise of all such powers and do all such acts and things as the Company is authorised to exercise and do, provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other statute or by the Memorandum of the Company or by these Articles or otherwise to be exercised or done by the Company in General Meeting. Provided further that in exercising any such power for doing any such act or thing the Board shall be subject to the provisions in that behalf contained in the Act or other statute or in the Memorandum of the Company or in these Articles or any regulations not inconsistent therewith and duly make thereunder, including regulations made by the Company in General Meeting, but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

148. Subject to Section 205, 205A of the Act, before recommending any dividend, the Board may from time to time set aside out of the profits of the Company such sums as they may think proper for Depreciation or to Depreciation Fund or to an Insurance Fund or as Reserve Fund or Sinking Fund or any Special Fund to meet contingencies or to repay debentures or debenture-stock or for special dividends or for re-equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes as the Board may, in its absolute discretion, think conducive to the interest of the Company, and subject to Section 292 of the Act, may from time to time invest the several sums so set aside or so much thereof as required to be invested upon such investment (other than shares of the Company) as it may think fit and from time to time may deal with such investments and dispose off/apply/expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in its absolute discretion thinks conducive to the interest of the Company notwithstanding that the matter to which the Board applies or upon it expends the same or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended, and may divide the Reserve Fund to another Reserve Fund or division of Reserve Fund and with full power to employ the assets constituting all or any of the above funds including Depreciation Fund in the business of the Company or in the purchase or repayment of debentures or debenture stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however, to the Board at its discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper not exceeding nine per cent per annum.

MANAGEMENT

149. The Company shall not appoint or employ at the same time more than one of the categories of managerial personnel named in Section 197-A of the Act.
150. The Directors shall appoint the Secretary of the Company for such term, at such remuneration and upon such conditions as they may think fit, and Secretary so appointed may be removed by them.
151. a) Subject to the provisions of the Companies Act, 1956 a Director may be appointed as secretary.
- b) A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting as a Director and, as or in the place of Secretary.

THE SEAL

152. a) The Board shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the Authority of the Board or Committee of the Board previously given.
- b) The Company shall also be at liberty to have an Official Seal in accordance with Section 50 of the Act for the use in any territory, district or place outside India.

153. Every deed or other instrument to which the Seal of the Company is required to be affixed shall, unless the same is executed by a duly constituted attorney, be signed by two Directors or one Director and some other person appointed by the Board for the purpose.

DIVIDENDS

154. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles and subject to the provisions of these Articles, shall be divisible among the Members in proportion to the amount of capital paid-up on the shares held by them respectively.
155. The Company in Annual General Meeting may declare dividends to be paid to Members according to their respective rights but no dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend.
156. No dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 205 of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing of depreciation in accordance with those provisions and remaining undistributed or out of both, provided that;
- a) if the Company has not provided for depreciation for any previous financial year or years it shall before declaring or paying dividend for any financial year, provide for such depreciation out of the profits of that financial year or out of the profits of any other previous financial years,
 - b) if the Company has incurred any loss in any previous financial year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for the year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for any previous financial years arrived at in both cases after providing for depreciation in accordance with the provisions of Section 205 (2) of the Act, or against both.
157. The Board may from time to time pay to the Members such interim dividend as in their judgement the position of the Company justified.
158. Where capital is paid in advance of calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest confer a right to participate in profits.
159. The Company shall pay dividends in proportion to the amount paid-up on each share where a large amount is paid-up on some shares than on others.
160. The Board may retain the dividends payable upon shares in respect of which any person is, under the Article 60, entitled to become a Member or which any person under that Article is, entitled to transfer, until such person shall become a Member in respect of such shares duly transfer the same.
161. Any one of several persons who are registered as the joint-holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends or bonus or other monies payable in respect of such share.

162. No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise, howsoever, either alone or jointly with any other person or persons, and the Board may deduct from the interest or dividend payable to any Member all sums of money so due from him to the Company.
163. A transfer of share shall not pass the right to any dividend declared thereon before the registration of the transfer.
164. Unless otherwise directed, any dividend may be paid by cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant sent through the post to the registered address of the member or person entitled to in case of joint-holders to that one of them first named in the Register of Members in respect of the joint holding. Even such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay slip or receipt or the fraudulent recovery of the dividend by any other means.
165. Dividends unclaimed or unpaid will be dealt with in accordance with Section 205-A of the Act.
166. No unpaid dividend shall bear interest as against the Company.
167. Any General Meeting declaring a dividend may on the recommendations of the Board make a call on the Members of such amount as the meeting fixes, but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, be set off against the calls.
168. a) The Company in General Meeting may, upon the recommendations of the Board, resolve that any monies forming part of the undivided profits of the Company standing to the credit of the Reserve Fund or any Capital Redemption Reserve Account, or in the hands of the Company and available for dividend (or representing premiums received on the issue of shares and standing to the credit of the Share Premium Account) be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as Capital and that all or any part of such Capitalised Fund be applied on behalf of such shareholders in paying up in full, either at par or at such premium as the resolution may provide, any issued shares of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum. Provided that a Share Premium Account and a Capital Redemption Reserve Account may for the purpose of this Article only be applied in the paying up of unissued shares to be issued to Members as fully paid bonus shares.
- b) For the purpose of giving effect to any resolution under the preceding paragraphs of this Article the Board may settle any difficulty which arises in regard to the distribution as it thinks expedient and in particular may issue fractional certificate and may

determine that cash payment shall be made to any members upon the footing that fractions of less value than rupee may be disregarded in order to adjust the rights of all parties and may vest any such cash in trustees upon such trusts for the persons entitled to the dividend or capitalised funds as may seem expedient to the Board, where requisite, a proper contract shall be delivered to the Registrar for registration in accordance with Section 75 of the Act, and the Board may appoint any person to sign such contract on behalf of the person entitled to the dividends or capitalised fund, and such appointment shall be effective.

ACCOUNTS

169. a) The Board shall cause to be kept in accordance with Section 209 of the Act, proper books of account with respect to:
 - (i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place,
 - (ii) all sales and purchases of goods by the Company,
 - (iii) the assets and liabilities of the Company.
- b) The books of account shall be kept at such place or places as the Board may determine in accordance with the provisions of Section 209 of the Act and shall be open to inspection by any Director during business hours.
- c) The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year.
170. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board.
171. The Board shall from time to time, in accordance with Section 210, 211, 212, 215, 216 and 227 of the Act, cause to be prepared and to be laid before the Company in Annual General Meeting such Balance Sheets, Profit and Loss Accounts and Reports as are required by these Sections.
172. A copy of every such Profit and Loss Account and Balance Sheet (including the Auditors' Report and every other document required by law to be annexed or attached to the Balance Sheet) shall at least twenty one days before the meeting at which the same are to be laid before the Members be sent to the Members of the Company, to holders of debentures issued by the Company (not being debentures which *oxfacie* are payable to the bearer thereof) to trustees for the holders of such debentures and to all other persons entitled to receive notices of General Meetings.
173. Auditors shall be appointed and their rights and duties regulated in accordance with Sections 224 to 233 of the Act.

174. Every account of the Company when audited and approved by an Annual General Meeting shall be conclusive.

DOCUMENTS AND NOTICES

175. a) A document or notice may be served or given by the Company on any Member either personally or by sending it by post to him to his registered address or, if he has no registered address in India, to the address, if any, in India supplied by him to the Company for serving documents or notices on him.
- b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Member has intimated to the Company in advance that documents or notices should be sent to him under certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member and, where a document or notice is sent by post such service shall be deemed to have been effected, in the case of a notice of meeting, at the expiration of forty hours after the letter containing the notice is posted and, in any other case, at time at which the letter would be delivered in the ordinary course of post.
176. A document or notice advertised in a newspaper circulating in the neighbourhood of the office shall be deemed to be duly served or sent on the day on which the advertisement appears on or to every Member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him.
177. A document or notice may be served on or given by the Company or to the joint-holders of a share by serving the document or notice on or to the joint-holders named first in the Register of Members in respect of the share.
178. A document or notice may be served or given by the Company to the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased, or assignee of the insolvent or by any like discretion, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.
179. Documents or notices of every General Meeting shall be served or given in some manner hereinbefore authorised on or to (a) every Member, (b) every person entitled to a share in consequence of the death or insolvency of a Member and (c) the Auditor or Auditors for the time being of the Company.
180. Every person, who by operation of law, transfer or other means whatsoever shall become entitled to any share, shall be bound by every document or notice in respect of such share which, previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derived his title to such share.

181. Any document or notice to be served or given by the Company may be signed by a Director or some person duly authorised by the Board for such purpose and the signature thereto may be written, printed or lithographed.
182. All documents or notices to be served or given by Members on or to the Company, or any office thereof shall be served or given by sending it to the Company or officer at the office by post under a certificate of posting or by registered post, or by leaving it at the office.
183. Notwithstanding and in addition to the provisions of these Articles, the Company shall at the written request of any Member whose registered address situated outside India, send a copy of each such document or notice to such members at such registered address by prepaid air mail at the same time as documents or notices are sent or given as hereinbefore provided and, at the like request of such member at the same time a cable shall be sent to such Member at such registered address informing him that such document or notice has been so despatched. The cost of sending such documents or notices by prepaid air mail and of sending such cables shall be for the account of the Member concerned who shall from time to time as may be necessary deposit with the Company a sum sufficient to meet the cost involved.

WINDING UP

184. a) If the Company shall be wound-up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets, shall be distributed so that as nearly as may be the losses shall be borne by the Members in proportion to the capital paid-up or which ought to have been paid-up at the commencement of the winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the time of the winding-up the excess shall be distributed amongst the Members in proportion to the capital paid-up at the commencement of the winding up or which ought to have been paid-up on the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
- b) The Liquidator on any winding-up (whether voluntary, under supervision or compulsory) may with the sanction of a Special Resolution but subject to the rights attached to any preference share capital, divide among the contributories in specie any part of the assets of the Company and may with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidator with the like sanction shall think fit.

INDEMNITY AND RESPONSIBILITY

185. Subject to Section 201 of the Act every officer or agent for the time being of the Company shall be indemnified out of assets of the Company against liability incurred by him in defending against the proceeding, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act, in which relief is granted to him by the Court.

186. a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy in respect of all transactions and affairs of the Company including (without limitation) those with the customers and state of the accounts with individual and in matters relating thereto and shall be such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions of the Act or these Articles.
- b) No Member shall be entitled to visit or inspect any work of the Company without the permission of a Director 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 or any other matter which may relate to the conduct of the Company and which, in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

Sl. No.	Signatures, Names, Addresses, Occupations and Descriptions of Subscribers.	Signature, Name, Address, Occupation and Description of Witness.
1.	<p>Sd/-</p> <p>NEELAM JAYANTH REDDY S/o Mr. N. Prabhakara Reddy, A-71, Steel & Mines Complex, Srinagar Colony Extn., Hyderabad-500 873.</p> <p>Age : 33 Years</p> <p>Occupation : Business</p>	<p>Sd/-</p> <p>C. HEMACHANDRA REDDY Chartered Accountant S/o C. Varada Reddy, 4-1-1008/4, Bogulunkunta, Hyderabad-500 001.</p>
2.	<p>Sd/-</p> <p>PARVATHAREDDY SRINIVAS REDDY S/o Mr. P. Ravinder Reddy, 7-1-214/12, Ameerpet, Hyderabad-500 016.</p> <p>Age : 25 Years</p> <p>Occupation : Business</p>	

Place : Hyderabad

Date : 10th October 1990