
MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

GOLDIAM INTERNATIONAL LIMITED

**CERTIFIED TRUE COPY
FOR GOLDIAM INTERNATIONAL LIMITED**


COMPANY SECRETARY

No. JJ -41203

**CERTIFICATE OF CHANGE OF NAME
UNDER THE COMPANIES ACT, 1956.**

In the matter of GOLDIAM INTERNATIONAL LIMITED (PUBLIC
LIMITED COMPANY UNDER SEC. 43A) **/

I do hereby certify that pursuant to the provisions of section
23/³¹ of Companies Act, 1956 and the Special Resolution passed
by the Company at its ~~xxxxx~~/Extra-Ordinary General Meeting
on the 24TH AUGUST, 1994

the name of "GOLDIAM
INTERNATIONAL LIMITED (PUBLIC LIMITED COMPANY UNDER SEC. 43A)
has this day been changed to "GOLDIAM INTERNATIONAL LIMITED
"

And that the said company has been duly incorporated as a
company under the provisions of the said Act.

Dated this Twentieth (20TH) day of SEPTEMBER
One thousand nine hundred and ninety four.



G. Srinivasan
(G. SRINIVASAN)
~~xxxx~~ Registrar of Companies
Maharashtra, Bombay.

**/Originally registered as a private
limited Co. on 10.10.86 and the
word 'private' deleted under sec.43A(2).

**CERTIFIED TRUE COPY
FOR GOLDIAM INTERNATIONAL LIMITED**

Ganesh
COMPANY SECRETARY

NO. 41203/TA

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME

In the office of the Registrar of Companies, Maharashtra, Bombay.

In the matter of * GOLDIAM (INTERNATIONAL) PRIVATE LIMITED.

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

to GOLDIAM INTERNATIONAL PRIVATE LIMITED Deleted Dls. 438 (a) w.e.f. 30/6/91

and ^{Asst.} Registrar of Companies I hereby certify that GOLDIAM (INTERNATIONAL) PRIVATE

LIMITED which was originally incorporated on TWENTY day of OCTOBER,

1986 under the ** COMPANIES Act 1956

and under the name GOLDIAM (INTERNATIONAL) PRIVATE LIMITED

having duly passed the necessary resolution in terms of section 21/22(1)(a)/22(1)(b) of the Companies Act 1956 the name of the said company is this day changed to GOLDIAM INTERNATIONAL PRIVATE

LIMITED and this certificate is issued pursuant to section 23(1) of the said Act. ^{Asst.} Registrar of Companies.

Given under my hand at Bombay this TWENTYSEVENTH day of NOVEMBER 1986 (One Thousand Nine Hundred & EIGHTY SIX).



(Signature)
(V. RADHAKRISHNAN),
..DCL. REGISTRAR OF COMPANIES
MAHARASHTRA, BOMBAY.

- Note: 1. Here give the name of the company as existing prior to the change.
- 2. ** the name of the Act(s) under which the company was originally registered and incorporated.

CERTIFIED TRUE COPY
FOR GOLDIAM INTERNATIONAL LIMITED
(Signature)
COMPANY SECRETARY

NO. 41203/TA

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

In the office of the Registrar of Companies, Maharashtra, Bombay.
In the matter of * GOLDIAM (INTERNATIONAL) PRIVATE LIMITED.

I hereby approve and signify in writing under section 21 of the Companies Act 1956 (Act I of 1956) read with the Government of India, Department of Company Affairs Notification No. G.S.R. 507E dated the 24th June 1985 the change of name of the company from GOLDIAM (INTERNATIONAL) PRIVATE LIMITED to GOLDIAM INTERNATIONAL PRIVATE LIMITED and I hereby certify that GOLDIAM (INTERNATIONAL) PRIVATE LIMITED which was originally incorporated on TENTH day of OCTOBER, 1986 under the ** COMPANIES Act 1956, and under the name GOLDIAM (INTERNATIONAL) PRIVATE LIMITED having duly passed the necessary resolution in terms of section 21/22(1)(a)/22(1)(b) of the Companies Act 1956 the name of the said company is this day changed to GOLDIAM INTERNATIONAL PRIVATE LIMITED and this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Bombay this TWENTYSEVENTH day of NOVEMBER 1986 (One Thousand Nine Hundred & EIGHTY SIX).



Sd/-
(V. RADHAKRISHNAN)
Addl. Registrar of Companies
Maharashtra.

- Note: 1. * Here give the name of the company as existing prior to the change.
2. ** Here give the name of the Act(s) under which the company was originally registered and incorporated.

CERTIFIED TRUE COPY

FOR GOLDIAM INTERNATIONAL LIMITED


COMPANY SECRETARY



Form I. R.

CERTIFICATE OF INCORPORATION

No. 41208 of 1986

I hereby certify that **GOLDIAM INTERNATIONAL PRIVATE LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

Given under my hand at **BOMBAY** this **TENTH** day of **OCTOBER** One thousand nine hundred and **EIGHTYSIX**.



Sd/-
(C. R. MEHTA)
Registrar of Companies
Maharashtra.

CERTIFIED TRUE COPY
FOR **GOLDIAM INTERNATIONAL LIMITED**


COMPANY SECRETARY

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L36912MH1986PLC041203

नाम GOLDIAM INTERNATIONAL LIMITED

शेयरधारकों ने दिनांक 21/04/2008 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे द्वारा/द्वारा मुंबई में यह प्रमाण-पत्र, आज दिनांक चौदह मई दो हजार आठ को जारी किया जाता है।

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

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

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

Corporate Identity Number : L36912MH1986PLC041203

The share holders of M/s GOLDIAM INTERNATIONAL LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 21/04/2008 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

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

Given under my hand at Mumbai this Fourteenth day of May Two Thousand Eight.



(MEENA RAJENDER SINGH)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

महाराष्ट्र, मुंबई

Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

GOLDIAM INTERNATIONAL LIMITED
GEMS & JEWELLERY COMPLEX MID C SEEPZ, ANDHERI E,
MUMBAI - 400096,
Maharashtra, INDIA

CERTIFIED TRUE COPY
FOR GOLDIAM INTERNATIONAL LIMITED

COMPANY SECRETARY

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
GOLDIAM INTERNATIONAL LIMITED

- I. The name of the Company is **GOLDIAM INTERNATIONAL LIMITED**.
- II The Registered office of the Company will be situated in the State of Maharashtra.
- III The objects for which the Company is established are:
- (A) **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To carry on the business of buying, selling, sawing, cutting, polishing, manufacturing, preparing for market, manipulating, importing, exporting, trading, and dealing in pearls, gems, diamonds, industrial diamonds and all kinds of precious and semi-precious stones as also all kinds of diamond powders, diamond pastes and all kinds of jewellery and ornaments of gold, silver platinum and including ornaments containing or having diamond and all precious and semi-precious stones.
 2. To carry on business of buying, selling, polishing, manufacturing, importing, exporting as jewellery, gold and silversmiths, dealers in china curiosities, articles of vertucoins, medals, bullion and precious stones, and as manufacturers of and dealers in gold, silver and other precious metals and gold and silver plate, plates, watches, clocks, chronometers, and optical and scientific instruments and appliances.
 - *3. To carry on the business of promoters, developers, builders, owners and contractors of all and/or any kind of infrastructure facilities and services, residential, commercial and other properties of any nature or description and to construct, build, extend, repair, re-model, demolish, develop, purchase for investment or re-sale, acquire, take on lease or in exchange or in any lawful manner any area, land, buildings, structures and other property wherever situated of any tenure or description and any right, title, interest, concession, license for building, operating or for any other purposes in any of the infrastructure facilities, services and properties of any nature or description and to sell, lease, grant on hire, dispose or deal with the same in any other lawful manner to any person whether in India or abroad.

***Sub-clause 3 has been inserted vide Special Resolution passed pursuant to Section 192A of the Companies Act, 1956 on 21st April, 2008.**

CERTIFIED TRUE COPY
FOR GOLDIAM INTERNATIONAL LIMITED


COMPANY SECRETARY

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

4. To carry on business as brokers and commission agents in respect of pearls, gems, diamonds, industrial diamonds, all kinds of precious and semi-precious stones, diamonds paste and all kind of jewellery and ornaments of gold, silver platinum, china, curiosities of vertu, coins, metals, bullion, gold, silver and precious metals and gold and silver plate and plated articles, watches, clocks, cronometers and optical and scientific instruments and applicances of every description.
5. To carry on the business of sawing, cutting, polishing, manufacturing on labour charges in pearls, gems, diamonds, industrial diamonds and all kinds of precious and semi-precious stones as also all kinds of jewellery and ornaments and including ornaments containing or having diamond and all precious and semi-precious stones.
6. To carry on the business as manufactures of and dealers in and as exporters and importers of diamond dressing tools, diamond boring, tools, diamond glass cutting tools, diamond lathe cutting tools, diamond lapping as well as diamond engraving points and all other kinds of diamond tools, implements and equipments and accessories as also diamond powder, diamond paste and any other tools, article or thing wherein diamond in any form or substance is inserted or used for industrial purposes.
7. To carry on business of exporters and importers to sell, purchase, export, manufacture, prepare for market and otherwise deal in plant, machinery, tools, equipment, electrical items and accessories of all kinds relating to or containing diamond and/or tungsten carbide tools.
8. To draw, accept, endorse, discount, buy sell and deal in bills of exchange, hundies, promissory notes and other negotiable instruments and securities.
9. To subscribe for, undertake acquire and hold, sell, and exchange and deal in shares, stocks, bonds, or debentures or securities for any Government or Public authority or Company, gold, silver, and bullion and to form, promote subsidise, and assist companies, and partnership of all kinds, to protect, promote and to start industries and also to give any guarantee for payment of money or performance of any obligation or undertaking and to undertake and execute any trust.
10. To buy, purchase, sell, lease, take on lease, exchange or otherwise acquire lands buildings and hereditaments of any tenure of description in India or elsewhere whether for residential, business, manufacturing or other purposes and any rights easements, advantage and privileges relating there to and either for investment or re-sale or for transacting in the same and to turn the same into account as may seem expedient, and to construct alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, ware houses, godowns, shops, buildings and other structures, works and conveniences of all kinds or any of the lands or immoveable properties purchased or acquired by the Company and to lease sell deal in or otherwise to dispose of the same.
11. To administer, manage and control land, building and other properties, colony or colonies whether belong to the Company or not and to collect rent and income and to supply to tenants, occupiers and others refreshments, attendants, messengers, lights, waiting-rooms, resting rooms, lavatories, laundries and other conveniences, and advantages.

12. To construct, erect, equip and maintain mills, factories, refineries, distilleries, works, offices, show-rooms, warehouses, godowns jetties and wharves and any other building or structure of convenience whatsoever suitable necessary or convenient for any of the aforesaid objects and purposes of this Company.
13. To purchase or take on lease or otherwise acquire any mills, works, factories, foundries, plant machinery and any other real or personal property appertaining to or in connection with or for the purpose of the aforesaid business or any of them.
14. To buy, sell manufacture, repair, alter, exchange, let on hire, export and deal in all kind of Plant, machinery, engines, pumps, tractors, apparatus, tools, implements which may be required for the purposes of any of the aforesaid business or commodity supplied or dealt with by person engaged in such business or which may seem capable of being profitably dealt with in connection with any of the said business.
15. To undertake the payment of rent and the observance and performance of all covenants, conditions, and agreements reserved by and contained in any lease that may be granted or assigned to or be otherwise acquired by this Company and to purchase the reversion or reversions or otherwise acquire the freehold or fee simple of any land held by the Company under lease or for an estate less than a freehold estate.
16. To extend the business of this Company by adding to, altering or enlarging from time to time all or any of the buildings, structures and premises, plant and machinery for the time being the property of this Company and also by erecting new or additional building on all or any of the lands or premises for the time being the property of this Company.
17. To acquire and take over business or undertaking carried on upon or in connection with any land or building which this Company may desire to acquire or become interested in and the whole or any of the assets good-will or liabilities of such business or undertaking and to carry on the same or dispose of, remove or put an end thereto or otherwise deal with the same as may seem expedient.
18. To acquire, absorb, take over and undertake the whole or any part of the business, property, assets, goodwill and liabilities of any person, firm, trust, association of persons, corporation or company carry on business which this company is authorised to carry on.
19. To promote any company or companies for the purpose of acquiring all or any of the property, rights, and liabilities of this Company or for any other purpose which may seem directly or indirectly or calculated to benefit this Company.
20. To promote and form and be interested in and take, purchase or otherwise acquire, hold and dispose of shares or other interest in securities in any other company having objects similar altogether or in part of those of this Company or carry on business capable of being conducted so as directly or indirectly to benefit this Company and to subsidise or assist any such company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of the shares, stock, debentures, debenture-stock or other securities of such Company and to transfer to any such company any property of this Company and to take or otherwise acquire, hold, dispose of shares, debentures and other securities in or of any such company.

21. To purchase take on lease or in exchange, hire or otherwise acquire and to hold and deal with any lands whether freehold, leasehold or any other tenure, with or without buildings and structures situated in India or elsewhere and any machinery, plant, apparatus, tools articles and things, rights, privileges or other property or rights of any kind or description whatsoever.
22. To apply for, register purchase or otherwise acquire and register and protect, prolong, renew whether in India or elsewhere any patents, patent rights, brevets, d'invention, licences, secret processes or privileges, trademarks or designs, provisions protections and concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of purpose of the Company and to use, exercise, develop or grant licences and privileges in respect of the same or otherwise develop or otherwise turn to account the property rights or information acquired by this Company.
23. To make experiments, encourage or do research work in connection with any business which this Company is authorised to carry on and to take over and/or purchase the result thereof.
24. To enter into any arrangements with any State Government, Central Government, or Authorities, Municipal, Local or otherwise or any Companies, firms, foreign concerns, technicians or persons, that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, or Authority, Companies, firms, contracts, charters, privileges, decrees, contracts, technical know-how, patents and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangement, contracts, charters, rights, privileges decrees and concessions.
25. To amalgamate, enter into partnership or any arrangement for sharing profit, union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person or company or the Government of any State or of the Union of India carrying on or engaged in or about to carry on or engage in business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
26. To lend money, to guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire share of business, assets, securities of any such person or Company or Government and to sell, hold, re-issue with or without guarantee or dispose of or otherwise deal with the same.
27. To invest and deal with any of the moneys of this Company (not immediately required) in or upon shares, stocks, bonds, debentures, obligations or other securities of any Company or association or in Government securities of any Company or association or in Government securities or in deposit with banks or otherwise in such manner as the Board of Directors may think fit and from time to time to vary, transpose or realise such investments.
28. To lend and advance moneys or give credit to such person or firm, corporation, company and on such terms as may seem expedient and in particular to customers and others having dealing with this Company and to give guarantee or become surety for such persons, firms, corporation or companies, the performance of contracts by any such person, company, firms or corporations.

29. To borrow, raise or secure payment of moneys or to receive money on deposit other than public deposits at interest or otherwise without giving any security or upon such security in such manner as this Company shall think fit and in particular by the issue of debenture stock, perpetual or otherwise including debentures, or debenture-stock, convertible into shares and as security for any such moneys so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property and assets of this Company present or future including its uncalled capital and to purchase, redeem or pay off any such securities. Subject to provisions of Section 58A and directives of R.B.I.
30. To remunerate any person, firm or company for services rendered in placing or assisting to place or guaranteeing the placing of any of the share in this Company's capital or any debentures or debenture stock or securities of this Company or in or about the formation or promotion of this Company or the conduct of the business or for any other reason which those Company thinks proper.
31. To pay all costs, charges of or incidental to the negotiations for or the carrying out of any arrangement or arrangements made prior to and with a view to the formations, incorporation, promotion and establishments of this Company and the acquisition of its property or to contract with any person, firms, or company to pay the same and all preliminary expenses including therein the cost of advertisement, printing and stationery and the like.
32. To pay for business, property or rights or privileges acquired by this Company and generally to satisfy any obligation of this Company by the issue or transfer of shares of this or any other Company credited as fully or partly paid up or debentures or other securities of this or any other Company.
33. To open an account or accounts overdrafts or otherwise with any bank or banks and to draw money from such account.
34. To create any Depreciation Fund, Reserve Fund, Insurance Fund, Sinking Fund, Equalisation of Dividend Fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties and/or business of this Company or for any other purpose conducive to the interests of this Company.
35. To support, subscribe, contribute to or otherwise assist any charitable, benevolent, religious, scientific, national or any other institution, association, organisation, objects or purposes or for any exhibition.
36. To place to preserve or distribute as bonus shares among the members any moneys or properties of this Company or otherwise to apply as this Company may from time to time think fit any moneys received by way of premium on shares or debentures issued at a premium by this Company and moneys arising from the sale by this Company of forfeited shares.
37. To sell or otherwise dispose of or deal with the business property or undertaking/undertakings of this Company or any part thereof for such consideration and in such manner as at such rate and/or such premium as this Company may think fit and in particular for shares, debentures, and other securities of any other Company having objects altogether or in part similar to those of this Company.
38. To sell, improve, manage, cultivate develop, exchange, let on lease, mortgage, charge, dispose of, turn into account, grants rights, privileges or otherwise deal with all or any part of the property and rights and concessions whatsoever of this Company.

39. To adopt such means of making known the products of this Company as may be expedient and in particular by advertising in press, by circular by advertising in press, by circulars, catalogues, show-cards and posters by purchase and exhibition of work of art, by publication of books, and periodicals by granting, commission, brokerage, prizes, rewards and donations and by such other modes or exhibition as to this Company may seem expedient.
40. To undertake and execute trust the undertaking whereof may seem desirable and either gratuitously or otherwise.
41. To appoint brokers, canvassers, agents, and other persons and to establish and maintain agencies and branches in any part of India or elsewhere for sale of any material or things for the time being at the disposal of this Company and to discharge or continue the same.
42. To establish, maintain and support or aid in establishment and support of Associations, Institutions Funds, Trusts and conveniences calculated to benefit the employees or ex-employees of this Company or the dependents or connections of such persons and to make payment towards insurance, provident fund and to subscribe or guarantee money for charitable or benevolent objects or for any public or useful object.
43. To establish and maintain local registers, agencies and branch places of business and procure this Company to be registered or recognised and carry on business in any part of the world.
44. To establish at Bombay or at any place or places, whether in India or abroad, factories, shops, show rooms and deposits for retail, wholesale sales of the product of the Company.
45. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental work-shops for scientific and technical research and experiments, and to undertake and carry on scientific and technical researches, experiments and tests of all kinds, and to promote studies and research, both scientific and technical investigations and inventions by providing, subsidising, enhancing and assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration for scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes, grants and bursaries to students or independent students or otherwise and generally to encourage, promote and reward students, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
46. To amalgamate with any other Company having objects, altogether or in part similar to those of this Company.
47. Subject to the provisions of the Companies Act, 1956 to distribute any of the properties of this Company among the members in specie or kind in the event of winding up.
48. To do the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

49. To pay and give gratuities, pensions and allowances to any person or persons including any director, to his widow, children or dependents, that may appear to the directors just or proper whether any such person widow, children or other dependents have or have not a legal claim upon the Company and whether such person is still in the service of the Company or has retired from its services, to make contributions to any funds and pay premiums for the purchase or provisions of any such gratuity, pension or allowance.
50. To apply for and/or to buy, sale, transfer, acquire any quotas, licences of the Government of India or any authority, persons, firms, companies, corporation, whether in India or outside for enabling the Company to carry on any of its objects.
51. To acquire by concession, grant, purchase, barter lease, licence or otherwise either, absolutely or conditionally and either solely or jointly with others and to hold and deal with any tract or tracts of country lands and estate houses, farms, water rights, way leaves and other works, privileges, rights, licences hereditaments and any machinery plant, utensils, apparatus, tools trade marks and other moveable and immovable property of any description whatsoever at any place or places in India or any foreign country which this Company may think necessary or convenient for the purpose of the aforesaid business or otherwise and to expend such sums of money as may be deemed requisite in the explorations, survey, cultivations and development hereof.
52. To purchase, to take on lease or otherwise acquire any mines, mining, rights of or in respect of gold, silver, diamonds and other precious, or semi-precious stones and metals and to explore, work, exercise, develop and turn to account the same and to refine, dress, manipulate and prepare for market gold, silver, industrial and gem diamonds, precious and semi-precious stones and metals of all kinds.
53. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means to the generality of the foregoing, undertake, carryout, promote and sponsor any activity for publication of any books, literature, newspapers, or for organising lectures or seminars likely to advance these subjects or for giving merit wards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner in order to implement any of the above mentioned object or purposes transfer without consideration or at such fair or concessional value divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts.

C. OTHER OBJECTS:

54. To carry on the business, relating to mines and working of minerals, production and working of metals, coal, lime stone, barytes and other substance and the production, manufacture and preparation of any other material.
55. To purchase take on lease or in exchange or otherwise other acquire any lands with or without buildings or structures and any estate or interest and any rights connected with any such lands and/or buildings and structures and to develop, turn to account, lease, transfer in whole or in part of dispose of in any manner the same as may seem expedient and in particular by laying out and preparing the same for building purpose and/or with a view to form a colony or Society with all kinds of sanitary water, roads and lights, conveniences for residential, commercial and/or public utilities and constructing, reconstructing, altering, pulling down, decorating, maintaining, furnishing and improving buildings, offices, flats, houses, factories, warehouses, theatres, cinema house, shops, schools, colleges, mills, roads, drains, wells, bridges and by planting, paving, drawing, farming, cultivating, and letting the same on lease or building agreeing and by advancing money and entering into contracts and arrangements of all kinds with builders, tenants and others.
56. To act as agents or representatives of companies, corporations, firm and individuals.
57. To carry on the business of electrical engineers, electricians, engineers and contractors, manufacturers of and dealers in electrical apparatus, electronic products computers cassettes videos electric, magnetic and galvanic goods and articles of all kinds and description.
58. To carry on the business, selling, Financing and leasing and hire purchase company and to acquire, to provide, on lease or to provide on hire purchase, basis all types of houses, real estates, buildings, ownership flats, farms, farm houses, sheds, factories, offices, warehouses, shops, and any other tenements or residential, commercial and industrial premises, industrial offices plant, equipment, machinery, vehicles, Electronics required for manufacturing, processing, transportation and trading business and other commercial and service business.
59. To carry on the business of an investment Company and to buy, underwrite, invest in acquire and hold shares stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or elsewhere and debenture-stock, bonds, obligations and securities, issued or guaranteed by any government state, dominions sovereign ruler commissioners, public body or authority, supreme, municipal, local or otherwise firm or pension whether in India or elsewhere and to deal with and turn to account the same, provided always that no investment imposing unlimited liability on the Company shall be made.
60. To carry on in India or elsewhere the traders or business of iron master, steel makers, steel converters, manufacturers of ferro manganese, facturers, miners, melters, engineers, tin plate makers and founders in all their respective branches.

61. To carry on the business as manufacturers, dealers in and exporters and importers of all kinds of tools and implements and steels and metal furniture, cabinets, safes, cash-boxes almirrahs locks, keys and all articles and things useful in office building, factories and industrial concerns.
62. To carry on the business of mechanical and electrical engineers, manufacturers of all tools or any types of machinery parts and accessories and generally all kinds of plants, machinery, implements, tools and accessories and to carry on all or any of the business of tool makers, brass founders, of all metal and metal compounds, ferrous or non-ferrous metal workers in manufacturers, tin converters, iron and steel workers, machinists, smiths, metallurgists wire, drawers, die makers, tube makers, boiler makers and mill wrights workers, plaiters, amulators, enamellers, electric plaiters, silver and nickel plaiters, galvanisers, vulcanisers, japaners, goods makers, tuners, carriers, merchants and contractors and to buy, sell, manufacture, repair convert alter, let on hire and deal in minerals, metals, machines, machineries, dies, implements, rolling stock, hardware and chemicals of all kinds.
63. To search for, get work, raise, make merchantable sell or deal in iron, steel, brass copper aluminum and other metals or metallic substances including alloys, coal, iron stone, limestone, manganese, ferro manganese, magnetic clay, fire clay, brick clay, earth bricks and other metals and minerals and substances and to manufacture and sell briquettes and other fuel and to undertake and carry on business transaction of operation commonly undertaken or carried on by explorers prospectors, concessionaries, and to search for, win, work get, calcine, reduce amalgamate, dress, refine and prepare for market any quartz, ore and mineral substance and to buy, sell, manufacture and deal in minerals and mineral products, plant and machinery and other things capable of being used in connection with the mining or metallurgical operations.
64. To undertake and carry out and execute all kinds of financial and other operations.

IV. The liability of the members is limited.

- V. *The Authorised Share Capital of the Company is Rs. 31,00,00,000/- (Rupees Thirty One Crores only) divided into 15,50,00,000 (Fifteen Crores Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two only) each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the act or provided by the Articles of Association of the Company for the time being.



*Amended vide an Ordinary Resolution passed by the members on 16th March 2022 through Postal Ballot.

**CERTIFIED TRUE COPY
FOR GOLDIAM INTERNATIONAL LIMITED**


COMPANY SECRETARY

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

Name, address, description and occupation of the Subscribers	Number of shares taken by each	Name, address, description and occupation of the witness
<p>Sd/- Manhar Kumar Ratilal Bhansali S/o. Shri Ratilal A. Bhansali 701, Pleasant Palace, 16, Narayan Dabholkar Road, Bombay - 400 006.</p> <p>Diamond Merchant</p>	<p>10 (Ten) Equity Shares</p>	
<p>Sd/- Kamal Kumar Ratilal Bhansali S/o. Shri Ratilal A. Bhansali 1-A, Bungalow, Settmimar Society, 16-A, Pedder Road, Bombay - 400 026.</p> <p>Diamond Merchant</p>	<p>10 (Ten) Equity Shares</p>	<p>Sd/- Shyam Udharan Gehani S/o. Udharan 59, Dr. V. B. Gandhi Marg, Bombay 400 023. Business</p>
<p>TOTAL</p>	<p>20 (Twenty) Equity Shares</p>	

Bombay : Dated 6th October, 1986.

CERTIFIED TRUE COPY
FOR GOLDIAM INTERNATIONAL LIMITED


COMPANY SECRETARY

These Articles of Association were adopted in substitution for and to the entire exclusion of the earlier Articles of Association at the Extra Ordinary General Meeting of the members of the Company held on 24th August, 1994

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
GOLDIAM INTERNATIONAL LIMITED

1. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof.

The Marginal notes hereto shall not affect the construction hereof and in these presents unless there be something in the subject or context inconsistent therewith.

"The Company" means **GOLDIAM INTERNATIONAL LIMITED**.

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

"Directors" means the Directors for the time being of the Company.

"The Board" means the Board of Directors for the time being of the Company.

"Managing Director" means the Managing Director for the time being of the Company so appointed.

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

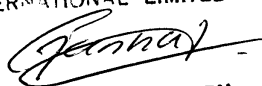
"Register" means the Register of Members to be kept pursuant to Section 150 of the Act.

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

"Month" means calendar month.

"Person" includes body corporate, firm, association of firms and society registered under the Societies Registration Act.

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FOR GOLDIAM INTERNATIONAL LIMITED


COMPANY SECRETARY

“Proxy” includes Attorney duly constituted under a power of attorney.

“In writing” and “written” include printing, lithography and other modes of representing or reproducing words in a visible form.

“Debenture” includes debenture-stocks.

“Special Resolution” and “Ordinary Resolution” have the same meanings assigned thereto by Section 189 of the Act.

These “Present” means the Memorandum of Association and these Articles of Association of the Company for the time being in force.

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

“Articles” means these Articles of Association or as altered and modified from time to time according to law.

“Beneficial Owner” shall mean beneficial owner as defined in clause (a) of Sub-Section (1) of Section 2 of the Depositories Act, 1996.

“Depositories Act, 1996” shall include any statutory modification or re-enactment thereof.

“Depository” shall mean a Depository as defined in Clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996.

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

“SEBI” means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.

“Security” means such security as may be specified by the SEBI from time to time.

“Member” means the duly registered holder from time to time of the Shares of the Company and includes the subscribers to the Memorandum of the Company and the beneficial owner as defined above.

“The Register” means the Register of Members to be kept pursuant to the Act and where shares are held in dematerialised form “The Register” shall include the Register of Beneficial Owners maintained by a Depository.

Table “A”
not to adopt

2. The regulations contained in Table “A” in the Schedule 1 to the Companies Act, 1956, shall not apply to the Company, except in so far as they are embodied in the following Articles which shall be the regulations for the management of the Company.

Company not to
purchase its own
shares

3. Save as permitted by Section 77 of the Act, the funds of the Company shall not be employed in the purchase of or lent on the Security of shares of the Company and the Company shall not give, directly or indirectly any financial assistance whether by way of loan, guarantee, the provisions of security or otherwise any financial assistance for the purpose of or in connection with any purchase of or subscription for any shares in the Company or in its holding Company.

4. Copies of Memorandum and Articles of Association of the Company shall be furnished to every shareholder of the Company at his request on payment of Re.1/- (Rupee One only).

SHARE

5. The Authorised Share Capital of the Company shall be as provided in the Capital Clause of the Memorandum of Association. The Company has the power from time to time to increase or reduce its capital. Any of the said shares or any new shares hereinafter to be created may from time to time be divided into shares of several classes in such manner as may be provided hereinafter. The shares of each class may have or confer such preferred or other special rights and privileges may be issued under such restrictions and conditions whether in regard to dividend, voting, return of capital or otherwise as shall be or under provisions of the Articles of Association but so that the special rights or privileges belonging to holders of any shares issued with preferred or other rights shall not be varied or abrogated or affected except with such sanction as is provided for hereinafter.

6. Subject to the provisions of Section 80 of the Companies Act, 1956, any class of preference shares may with the sanction of any ordinary resolution be issued on the terms that they are or at the option of the Company are liable to be redeemed on such terms and in such manner on of the Company before the issue of the shares may be special resolution determine.

Redeemable
preference
share

7. Subject to the provisions of these Articles, and the Companies Act, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such person on such terms and conditions, at such times, either at par or at a premium and for such consideration as the Board thinks fit. Provided that, where at any time it is proposed to increase the subscribed capital of the Company by the allotment of further shares, then, subject to the provisions of Section 81(1 A) of the Act the Board shall issue such shares in the manner set out in Section 81(1) of the Act, Provided that option or right to call on any shares shall not be given to any person except with the sanction of the Company in general meeting.

Allotment of
shares

8. The Directors may allot and issue shares in the Capital of the Company as partly or fully paid in consideration of any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted, may be issued as fully or partly paid up shares.

Directors may
allot shares for
consideration
other than cash

9. The Shares in the Capital of the Company shall be numbered progressively according to their several denominations provided however, that the provisions relating to progressive numbering shall not apply to the shares of the Company which are in dematerialised form provided further that the Company shall not issue any share certificates in respect of shares held in Depository or in dematerialised form.

Shares to be
numbered

10. As regards all allotments made from time to time the Company shall duly comply with Section 75 of the Act.

Return of allotment

11. If the Company shall offer any of its shares to the Public for subscription.

Restriction on
allotment

1. No allotment thereof shall be made unless the amount stated in the prospectus as minimum subscription has been subscribed and the sum payable on application thereof has been paid to and received by the Company.

2. The amount payable on application on each share shall not be less, than 50 percent of the nominal amount of the share; and
3. The Company shall comply with provisions of sub-section (4) of Section 69 of the Act.

Commission and brokerage

12. The Company may exercise the powers of paying commission conferred by Section 76 of the Act provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the commission shall not exceed 5 percent of the price at which any shares in respect whereof the same is paid, are issued or 2.50 percent of the price at which any debentures are issued as the case may be. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares or debentures pay such brokerage as may be lawful.

Shares at a discount

13. With the previous authority of the Company in general meeting and the Section of the Company Law Board and upon otherwise complying with Section 79 of the Act, the Board may issue at a discount shares of a class already issued.

Installment on shares to be duly paid

14. If, by the conditions of issue of any shares, the whole or any part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due be paid to the Company, by the person, who for the time being, shall be the registered holder of the share or by his executor or administrator.

Liability of joint holder of shares

15. 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 share.

Trust not recognised

16. Save as herein otherwise provided, the Company shall be entitled to treat the person, whose name appears on the register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of Depository, as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent, future or partial or other claim or claims or rights to or interest in such share on the part of any other person whether or not it shall express or implied notice thereof."

Share may be registered

17. Share may be registered in the name of any persons, Company or other body corporate. Not more than four persons shall be registered as joint-holders of any shares.

17A. The Company shall cause to be kept a Register and Index of Members in accordance with all applicable provisions of the Companies Act, 1956 and Depositories Act, 1996 with details of shares held in material and dematerialised forms in any media as may be permitted by law including in any form of electronic media. The Company shall be entitled to keep in any state or country outside India a Branch Register of Members in that state or country.

INCREASE AND REDUCTION OF CAPITAL

Power to increase capital

18. The Company in general meeting may, from time to time by ordinary resolution increase the share capital by the creation of new shares by such sum, to be divided into shares of such amount as may be deemed expedient.

19. Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company then issued, the new shares may be issued upon such terms and conditions and with such preferential, qualified or such rights and privileges or conditions thereto as general meeting resolving upon the creation thereof, shall direct and if no direction be given, the board shall determine and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.
- On what conditions new shares may be issued
20. Before the issue of any new shares, the Company in general meeting may make provisions as to the allotment and issue of the new shares and in particular may determine to whom the shares be offered in the first instance and whether at par or premium or subject to the provisions of Section 79 of the Act at a discount. In default of any such provision or so far as the same shall not extend, the new shares may be dealt with according to the provisions of these Articles.
- Provisions relating to the issue
21. Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered part of then existing capital of the Company and shall be subject to the provisions herein contained with reference to the payment or dividends, calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise.
- How far new shares be ranked with existing shares
22. If, owing to any inequality in the number of new shares to be issued and the number of shares held by members entitled to have the offer of such new shares, any difficulty arising in the allotment of such new shares or any of them amongst the members shall, in the absence of any direction in the resolution creating the shares, shall be as determined by the Board.
- Inequality in number of new shares
23. The Company, may, from time to time, by special resolution, reduce in any manner and with and subject to any consent required under Section 100 to 104 of the Act :
- Reduction of capital
- (a) its share capital ;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.
- 23A. The Company shall be entitled to purchase its own shares or other securities, subject to such limits, upon such terms and conditions and subject to such approvals as required under Section 77-A and other applicable provisions of the Companies Act, 1956, the Securities and Exchange Board of India Act, 1992 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and any amendments, modification, or re-promulgation or re-enactment thereof.
- ### ALTERATION OF SHARE CAPITAL
24. The Company, by ordinary resolution may from time to time;
- Power to sub-divide and consolidate shares
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
 - (b) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the memorandum, so, however that in the sub-division the proportion between the amount paid and the amount

if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

- (c) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled

Surrender of shares 25. Subject to the provisions of Sections 100 to 105 (both inclusive) of the Act, the Board may accept from any member the surrender, on such terms and conditions as shall be agreed, of all or any of his shares.

VARIATION OF SHARE HOLDERS' RIGHTS

Power to vary rights 26. If at any time the share capital is divided into different classes of shares all or any of the rights and privileges attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Sections 106 and 107 of the Act whether or not the Company is being wound up, be modified, commuted, affected, abrogated, varied or dealt with by the consent in writing of the holders of three fourths of the issued shares of that class or with the sanction of a special resolution passed at the separate meeting of the holders of the issued shares of that class. To every such separate meeting the provisions of these regulations relating to general meeting shall mutatis mutandis apply but so that necessary quorum shall be two persons at least holding or representing by proxy one third of the issued share of the class in question. This article is not by implication to curtail the power of modification which the Company would have if this Article was omitted. The Company shall comply with the provisions of Section 192 of the Act as to forwarding a copy of such agreement or resolution to the Registrar.

SHARE CERTIFICATE

27. The certificate of title to shares shall be issued within three months after allotment and within one month from the date of the receipts of application for transfer (or within such other period as the conditions of the issue shall provide).

- (a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing shares and other securities, rematerialise its shares and other securities held in the Depositories and/or offer its fresh shares and other securities, in a dematerialised form pursuant to the Depositories Act, 1996 and the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
- (b) Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates of Securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on

receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the Security.

- (c) All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Section 153, 153A, 153B, 187B, 187C, 372A of the Companies Act, 1956 shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.
 - (d) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
 - (e) Save as otherwise provided above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the shares held by it. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a depository.
28. 1. Every person whose name is entered as a member in the Register shall be entitled to receive within three months after allotment one certificate for all the shares registered in his name or if the Directors so approve to several certificates each for one or more of such share/shares/debentures. Certificates shall be issued in marketable lots and where shares, debentures, certificates are issued either for more or less than marketable lots, sub-division or consolidation into marketable lots shall be done free of charge.
2. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid by thereon.
3. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to the first person named in the Register shall be sufficient delivery to all such holders.
29. The certificate of shares registered in the names of two or more persons shall be delivered to the person first named in the Register.
30. If any certificate be old, decrepit, worn out, torn or defaced or where the cages on its reverse for recording transfers have been fully utilised, then upon surrender thereof to the Company, the Board shall order the same to be cancelled and issue a new certificate in lieu thereof without any payment. If any certificate be lost or destroyed, then upon proof of such loss or destruction to the satisfaction of the Board and on such indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Board think fit, a new certificate in lieu thereof shall be given to the person entitled to such lost or destroyed certificate on a fee of two rupees for each certificate or such smaller fee as the Board may determine.

CALLS

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| Calls | <p>31. The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the provisions of Section 91 of the Act, make such calls as the Board thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Board, provided that option or right to make call on shares shall not be given to any person except with the sanction of the Company in general meeting. A call may be made payable by instalments and shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed at a meeting of the Board.</p> |
| Restriction on power to make calls and notice | <p>32. No call shall exceed one-fourth of the nominal amount of a share and be made payable at less than one month from the date fixed for the payment of the last preceeding call. Not less than thirty days notice of any call shall be given specifying the time and place of payment and the person or persons to whom such call, shall be paid, provided that before the time for payment of such call the Directors may, by notice in writing to the members, revoke the same or extend the time for payment thereof.</p> |
| When amount payable at fixed time | <p>33. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed times, whether on account of the nominal amount of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Board and of which due notice has been given and all the provisions herein contained in respect of calls or otherwise shall relate to such amount or instalment accordingly.</p> |
| When interest on call or installment payable | <p>34. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment, the holder for the time being of the shares in respect of which the call shall have been made or the instalment shall be due, shall, pay interest for the same at the rate of 15 percent per annum from the day appointed for the payment thereof to the time of the actual payment or at such other rate as the Directors may determine. The Directors may in their absolute discretion waive the payment of interest, wholly or in part in the case of any person liable to pay such calls or instalment.</p> |
| Evidence in action for call | <p>35. Subject to the provisions of the law of Evidence and Procedure, on the trial or hearing of any action or suit brought by the Company against any shareholder or his representatives to recover any debt or money claimed to be due, to the Company in respect of his shares, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of the Company as a holder or one of the holders of the number of shares in respect of which such claim is made that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made, any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.</p> |
| Payment of calls in advance | <p>36. The Board may, if it .thinks fit, receive from any member willing to advance the same and either the money or moneys' worth all or any part of the money due upon the shares, held by him beyond the sums actually called for and upon the money so paid or satisfied in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares</p> |

in respect of which such advance has been made the Company may pay interest at such rate not exceeding 6% or as determined by the Board from time to time unless the Company in General Meeting shall otherwise direct. The Directors may, at any time repay the amount so advanced upon giving to such member one months' notice in writing. The member shall not, however, be entitled to any voting rights or dividend in respect or to participate in the profits of the Company, of the moneys so paid by him until the same would, but for such payment become presently payable.

37. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company 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 to lien. Voting right when calls in arrears

38. A call may be revoked or postponed at the discretion of the Board. Revocation of calls

39. The Directors may from time to time, at their discretion extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of residence at a distance or some other cause, may be deemed fairly entitled to such extension, but no member shall, as a matter of right, be entitled to such extension (save as a matter of grace and favour). Directors may extend time for payment of a call

40. Every member, his executors or administrators shall pay to the Company the proportion of the Capital represented by his share which may, for the time being, remain unpaid thereon in such amount at such time or times and in such manner as the Directors shall, from time to time, in accordance with the Company's regulations, require or fix for the payment thereof. Every member to pay the proportion of the capital represented by the share

FORFEITURE OF SHARES

41. If a member fails to pay any sum payable in respect of any call or any instalment of a call on or before the day appointed for payment thereof, the Board may at any time thereafter during such time as any part of the said call or instalment remains unpaid, serve notice on such member requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment. Notice for payment of call or installment

42. The notice aforesaid shall name a further day, not being earlier than the expiry of thirty days from the date of service of notice, on or before which such call or payment required by the notice, is to be made and the place at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall state that in the event of non-payment on or before the date so named the shares in respect of which such call or instalment was payable shall be liable to be forfeited. Mode of notice

43. If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may at any time thereafter, before the payment of calls or instalments, interest and expenses due in respect thereof has been made be forfeited by a resolution of the Board to the effect. Forfeiture of shares

44. When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the Register of Members but no forfeiture shall in any manner be Notice of forfeiture

invalidated by any omission or failure to give such notice to make entry as aforesaid.

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| Forfeited shares to become property of the company | 45. Any share so forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Board thinks fit. |
| Board may annul forfeiture | 46. The Board may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit. |
| Arrears to be paid notwithstanding forfeiture | 47. <ol style="list-style-type: none"> 1. A person whose shares have been forfeited shall cease to be member in respect of forfeited shares, but shall notwithstanding forfeiture remain liable to pay and shall forthwith pay to the Company all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of forfeiture together with interest from the time of forfeiture until payment thereof without any deduction or allowance for the value of the shares at the time of forfeiture. 2. The forfeiture of a share shall involve the extinction of all interest in and also for all claims and demands against the Company in respect of the shares and all other rights, incidental to the share except any such of those rights as by these Articles are expressly saved. |
| Evidence of forfeiture | 48. Subject to the provisions of the law of Evidence and Procedure, duly verified declaration in writing that the declarant is a Director of the Company and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration, if any given for the shares on the sale or disposition thereof shall constitute a good title to such shares and the person to whom the shares are sold shall be registered as the holder of such shares and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to such shares be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition. |
| Forfeiture provisions to apply to non-payment in terms of issue | 49. The provision of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same has been payable by virtue of a call duly made and notified. |
| Power to issue new certificate | 50. When any shares under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered. |
| Partial payments or any indulgence shown not to preclude forfeiture | 51. 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 Directors from there after proceeding to enforce a forfeiture of such share as provided in these regulations for non-payment of the whole or any balance due in respect of the shares. |

52. The Company shall have first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all money (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that Article 16 hereof will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of share shall operate as a waiver of the Company lien if any, on such shares. The Director may at any time declare any shares wholly or in part to be exempt from the provisions of this clause.

53. For the purpose of enforcing such lien the Board may sell the shares subject thereto in such a manner as it thinks fit, but no sale shall be made unless a sum in respect of which the lien exists presently payable and until notice in writing of the intention to sell shall have been served on such member, his executor or administrator committee, or other legal representative, as the case may be and default shall have been made by him or them in payment of the sum payable as aforesaid in respect of such share for one month after that date of such notice.

Enforcement of
lien by rules

54. The net proceeds of any such sales shall be received by the Company and after payment of the cost of such sale, be 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 like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the share at the date of the sale.

Application of
profits of
shares

55. Upon any sale after forfeiture or surrender or for enforcing a lien in purported exercise of the powers herein before conferred, the Board may appoint some person to execute an instrument of transfer of the share sold and cause the purchasers name to be entered in the Register in respect of the share sold and the purchaser shall not bound to see to the regularity of the proceedings nor to the application of the purchase money and after his name has been entered into the Register in respect of such share the validity of sale shall not be impeached by any person on any ground whatsoever and the remedy of any person aggrieved by such sale shall be in damages only and against the Company exclusively.

Validity of
sales in
exercise of
lien and other
forfeiture or
surrender

56. Where any share has been sold by the Board pursuant to these Articles and the certificate in respect thereof has not been delivered to the Company by the former holder of such share, the Board may issue a new certificate for such share, distinguishing it in such manner as it may think fit from the certificate not so delivered. Where in any such case the certificate in respect of the share forfeited and/or sold is not delivered and new certificate for such share has been issued, the original certificate shall be treated as cancelled and no claim or title based on such certificate shall be binding on the Company.

Board may
issue new
certificate

TRANSFER AND TRANSMISSION

57. Save as provided in Section 108 of the Act, no transfer of a share shall be registered unless a proper instrument duly stamped and executed by or on behalf of the transferor and by and on behalf of the transferee and specifying the name, address and occupation of the transferee has been delivered to the Company along with the certificate relating to the shares or if no such certificate is in existence along with the letter of allotment of the shares, in accordance with the provisions of Section 108 of the Act. The transferor shall be deemed to remain a member in respect of such share until the name of the transferee

Execution
of transfer

is entered in the Register in respect thereof. Each signature to such transfer shall be duly attested by the signature of one credible witness who shall add his address.

Provided that where on an application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is provided to the satisfaction of the Board that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnify the Company as the Board may think fit.

Application for registration of transfer

58. Application for the registration of the transfer of a share may be made either by the transferor or the transferee, provided that, where such application is made by the transferor, no registration shall, in case of the partly paid share, be effected unless the Company gives notice of the application to the transferee in the manner prescribed by Section 110 of the Act and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.

Director may refuse to register transfer

59. The Board, without assigning any reason for such refusal may, subject to right of appeal conferred by Section 111, decline to register;

- (a) the transfer of a share not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the Company has a lien.
- (c) Provided that registration of transfer shall not be refused on the ground of transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares. If the Directors decline to register any transfer, they shall give notice of such refusal to the transferee and the transferor as required by Section 111 of the Act.

Form of transfer

60. Every instrument of transfer of shares shall be in the form prescribed under the Act or as near thereto as the circumstances may admit and shall be in accordance with the provisions of Section 108 of the Act, from time to time.

60A. In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.

No fees to be charged for registration of transfer

61. No fee may be charged for registration of transfer and transmission.

62. No fee may be charged :

- (a) For splitting up, sub-division and consolidation of shares and debenture certificates and for splitting up and sub-division of letters of Allotment and splitting, consolidation, renewal into denomination corresponding to the market units of trading as per Rules of Stock Exchange concerned.
- (b) For sub-division of renunciation letters of rights.

- (c) For issue of new certificates in replacement of those which are old, decrept or worn out or where the cages on the reverse for recording transfer have been fully utilised.
- (d) For registration of any power of attorney, Probate of Will, Letters of Administration or similar other documents.

Provided that in case of splitting up and/or sub-division of shares other than the market units of trading as determined or as per prevailing Rules of Stock Exchange concerned, a fees or Rs.2/- (Two) per share certificate may be charged.

63. Every instrument of transfer shall be left at the office of the Company for registration, accompanied by the certificate of the shares to be transferred or if there is no certificate, the Letter of Allotment thereto and such other evidence as the Board may require to provide the title of the transferor or his right to transfer the share. The Board may waive the production of any certificate upon on evidenced to them of its having lost on destruction. Every instrument of transfer which shall be registered, shall be retained by the Company, but any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same.

Instrument of transfer to be left at office

64. Subject to the provisions of Section 134 of the Act, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine. Provided that, such registration shall not be suspended for more than forty-five days in the aggregate in any year.

Suspension of transfer

65. If the Board refuses whether in pursuance of Article 59 or otherwise to register the transfer of or the transmission by operation of law of the right to any share, the Company shall, within one month from the date on which the instrument of transfer or the intimation of such transmission as the case may be was lodged with the Company send to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be notice of such refusal.

Notice of refusal for registration of transfer

65A. Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.

66. The executors or administrators of deceased member (not being one of several 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 in case of the death of any one or more of the joint holders of any registered shares, the survivors shall be the only persons recognised by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a deceased joint-holder from the executor or administrator. Board may require him to obtain the copy of will; or a grant of Probate or Letters of Administration or other legal representation as the case may be from some competent Court Provided nevertheless that in any case where the board in its absolute discretion think fit, it shall be lawful for the board to dispense with the production of Probate or Letters of Administration or such other Legal representation upon such terms as to indemnity or otherwise as the Board in its absolute discretion may consider necessary.

Persons entitled to shares by transmission

66A. Notwithstanding anything contained in these Articles, every holder of shares in or Debentures of the Company may at any time nominate in the manner prescribed under the Act, a person to whom his shares in or debentures of the Company shall vest in the event of his death. Such nomination and right

of nominee to be registered as holder of shares/debentures as the case may be or for transfer of the shares/debentures as the case may be shall be governed by the provisions of Section 109A and 109B and other applicable provisions of the Companies Act, 1956.

Transfer of shares of insane, minor, deceased or bankrupted members

67. Any committee or guardian of a lunatic or infant member or any person becoming entitled to transfer shares in consequence of the death or bankruptcy, insolvency of any member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this Articles or of the title as the board thinks sufficient may with consent of the Board (which it shall not be under any obligation to give) be registered as a member in respect of such shares or may subject to the regulations as to transfer hereinbefore contained, transfer, such shares. This Article is hereinafter referred to as "The transmission Article."

Rights of persons entitled to shares by reason of death

68. The directors may retain the dividend payable upon shares to which any person becomes entitled under Article 67 until such person or his transferee shall become a member in respect of shares subject to Section 205A of the Act.

Election by persons becoming entitled to shares

69. (a) If the person becoming entitled to a share under Article 67 shall elect to be registered as a member in respect of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of shares.
- (c) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfer of shares, shall be applicable to any such notice or transfer as aforesaid as if the death, insanity, bankruptcy or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.

70. A person so becoming entitled under the transmission Article to a share by reason of the Death, lunacy, bankruptcy or insolvency of a member shall subject to the provisions of the Articles or Section 206 of the Act be entitled to the same dividends and other advantages to which he would be entitled if he was the member registered in respect of the share.

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

Company not liable for any disregard of notice purporting to prohibit registration of transfer

71. The Company shall incur no liability or responsibility whatever in consequence of its registering or to give effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) 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 purporting to prohibit registration of such transfer and may have entered such

notice referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to a notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting 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 or attend to any such notice and give effect thereto if the Directors shall think fit.

72. No transfer shall be made to an infant or person of unsound mind.

No transfer to an infant or to unsound minded person

SHARE WARRANTS TO BEARER

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

Issue of share warrants

74. 1. The bearer of a share warrant may at any time deposit the warrant at the office of the Company and so long as the warrant remains so deposited, the depositor shall have same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit as if his name were inserted in the Register as the holder of shares included in the deposited warrant.

2. Not more than one person shall be recognised as depositor of the share warrant.

3. The Company shall, on seven days written notice, return the deposited share warrant to the depositor.

75. i. Subject to as herein otherwise provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company or be entitled to receive any notices from the Company.

ii. The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he was named in the Register of members as the holder of the shares included in the warrant and he shall be a member of the Company.

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

CONVERSION OF SHARE INTO STOCK

Conversion of
paid-up shares
into stock

77. The Company may by ordinary resolution :-
- (a) Convert any paid-up share into stock; and
 - (b) reconvert any stock into paid-up shares of any denomination.

Transfer of
stocks

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

Provided that the Board may, from time to time, fix the minimum amount of stock transferable so however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Powers and
rights of
stock
holders

79. The holders of stock shall, according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

Regulation
to apply
to stock

80. Such of the regulations of the Company (other than those relating to share warrants) as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in these regulations shall include "stock" & "Stock holders, respectively.

BORROWING POWERS

Power to
borrow

81. The Board of Directors may from time to time at their discretion raise or borrow any sum or sums of money for the purpose of the Company subject to the provisions of Sections 292, 293 and 370 of the Act and may secure payment or repayment of same in such manner and upon such terms and conditions in all respects as may be prescribed by the Board in particular by the creation of any mortgage, hypothecation, pledge or charge on and over the Companys' stocks, book debts and other movable properties.

Conditions
on which
moneys may
be borrowed
by the
directors

82. The Board of Directors may raise or secure, the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company both present and future including its uncalled capital for the time being or by giving, accepting or endorsing on behalf of the Company any promissory notes, bills of exchange or other negotiable instruments and no debenture shall carry any voting right whether generally or in respect of particular class or classes of business.

Delegation
of power

83. If any uncalled capital of the Company be included in or charged by any mortgage or other on such shares and keep may, make calls on such shares and keep the money in trust for the person in whose favour such mortgage or security is executed or any other person in trust for him.

84. Any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges, as to redemption, surrender, drawings, allotment of shares, attending at General Meetings of Company, appointment of Directors and otherwise Debentures, debenture-stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Debentures, Debenture-Stock, Bonds and other securities with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting.

85. Save as provided in Section 108 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificate of debentures.

Instrument of transfer for debentures

86. If the Board refuses to register the transfer of any debentures of the Company, it shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and to the transferor notice of the refusal.

Notice of refusal to register transfer

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

Execution of charge or mortgages by Board

88. The directors may receive deposits on such terms and conditions and bearing interest at such rates as they may decide and fix and which may be made payable monthly, quarterly, half yearly or yearly subject to Section 58A of the Act and the regulations made there under and the notifications issued from time to time by the Department of Non Banking Companies, Reserve Bank of India; if any and also subject to the Companies (Acceptance of Deposits) Rules, 1975.

Power to receive deposits

89. The Company may subject to the provisions of Section 208 of the Act pay interest in so much of the share capital as is for the time being paid up as was issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provision of any plant, which cannot be made profitable for a lengthy period.

Payment of interest on capital

PROCEEDINGS AT GENERAL MEETING

90. In addition to any other meetings, a general meeting of the Company shall be held within such interval as one specified in Section 166(1) of the Act, and subject to the provisions of Sections 166 (2) and 210 of the Act, at such time and place as may be determined by the Board. Each such general meeting shall be called an "Annual General Meeting" and shall be specified as such in the notice convening the meeting. Any other meeting of the Company shall be called an Extra Ordinary General Meeting.

When Annual General Meeting to be held

91. The Board may, whenever it thinks fit, call an Extra Ordinary General Meeting. If at any time there are not within Directors capable of acting who are sufficient number to form a quorum, the directors present in India may call an Extra Ordinary General Meeting in the same manner and as nearly as possible as that in which such a meeting may be called by the Board.

Calling Extra Ordinary General Meeting

As to omission to give notice	92. The accidental omission to give notice, of any meeting to or the non receipt of any such notice by any of the members or other persons entitled to receive such notice shall not invalidate any resolution passed at any such meeting.
Circulation of Members resolution	93. The Company shall comply with the provisions of Section 188 of the Act as to give notice of resolutions and circulating statements on the requisition of members.
Quorum	94. No business shall be transacted at General Meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, five members present in person shall be the quorum for the meeting of the Company.
Passing of resolutions	95. Any act or resolution which, under these Articles or the Act is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently so done or passed if effected by an ordinary resolution as defined in Section 189 (1) of the Act unless either the Act or the Articles specifically require such act to be done or resolution to be passed by a specific majority or by special resolution as defined in Section 189 (2) of the Act.
Chairman of the General Meeting	96. The chairman of the Board shall be entitled to take the chair at every General Meeting, if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, the directors present or if all the directors present decline to take the chair, then the members present shall choose one of their number being a member entitled to vote to be the chairman of the meeting.
Dissolution & adjournment of General Meetings	97. If within half an hour from the time appointed for the meeting a quorum be not present the meeting if convened upon the requisition of members shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum be not present those members who are present not being less than two shall be a quorum and may transact the business for which the meeting was called.
Votes by a show of hands	98. (a) Every question submitted to a meeting shall be declared in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote in addition to the vote to which he may be entitled as a member. (b) A declaration by the chairman that a resolution has on a show of hands been carried unanimously or by a particular majority to lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without further proof.
Adjournment of the General Meeting	99. The Chairman of a General Meeting may adjourn the same from time to time and from place to place, but no business shall be transferred at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
What is to be evidence of the passing of a resolution where poll not demanded	100. At any General Meeting unless a poll is (before or on the declaration of the result of the voting on any resolution and on the show of hands) demanded by the Chairman or by at least five members present in person or by proxy or

by any member or members present in person or by proxy and having not less than one-tenth of total voting powers in respect of the resolution or by any members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid up which is not less than one tenth of the total sum paid upon all the shares conferring that right, a declaration by the Chairman that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes to the proceedings of the meeting of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

101. (a) If a poll is demanded as aforesaid it shall be taken forthwith on a question of adjournment or election of a Chairman of the meeting. Poll
- (b) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
- (c) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers, atleast one of whom shall be a member (Not being an officer or an employee of the Company) present at the meeting, provided such member is available and willing to be appointed, to scrutinise the votes given on the poll and to report thereon to him.
- (d) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. On poll a member entitled to more than one vote or his proxy or other persons 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.
- (e) The demand for a poll shall not prevent the meeting from transacting any business other than the business in respect of which a poll has been demanded.

VOTES OF MEMBERS

102. Subject to any right or restrictions for the time being attached to any class or classes of shares : Votes of members

- (a) On a show of hands, every member present in person, shall have one vote; and
- (b) On a poll, the voting right of members shall be as laid-down in Section 87 of the Act.

103. Except as conferred by Section 87 of the Act the holders of preference shares have no voting right. Where the holder of any preference share has a right to vote on any resolution in accordance with the provision of Sub- Section 2 of Section 87 of the Act, his voting right on a poll as the holder of such share shall subject to the provision of Section 89 and Sub-Section (2) of Section 92 of the Act be in the same proportion as the Capital paid up in respect of the preference share bears to the total paid up equity capital of the Company. Voting rights of preferential share holders

Procedure where a company is a member of the company	104. Where a Company or body-corporate (hereinafter called "member Company") is a member of the Company a person duly appointed by resolution in accordance with Section 187 of the Act to represent such member Company at a meeting of the Company shall not by reason of such appointment, be deemed to be a proxy and the production at the meeting of a copy of such resolution duly signed by one Director of such member Company and certified by him as a true copy of the resolution shall, on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy on behalf of the member Company or body corporate which he represents, as that member Company or body corporate could exercise if it were an individual member.
Votes by joint holders	105. Where there are joint registered holders of any shares any one of such persons may vote at any meeting either personally or by proxy in respect of such shares as if were solely entitled thereto and if more than one of such joint holders be present at any meeting either personally or by proxy then one of the said persons so present whose names stands first in the Register in respect of such shares shall alone be entitled to vote in respect thereof. Several executors or administrator of a deceased person in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.
Votes in respect of deceased, insolvent and minor members	106. Any person entitled under the Transmission Article 67 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 the forty-eight hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposed to vote, he shall satisfy the Directors of the right to transfer such shares or the Director shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiot or non-composments, he may vote whether on a show of hands or at a poll by his committee, or other legal curator and such last mentioned persons may give their votes by proxy or a poll. If any member is a minor, the vote in respect of his share may be given by his guardian. If more than one person claims to exercise the right of vote under this clause, the Chairman of the meeting may select in his absolute discretion any one person and will accept his vote.
Voting rights on show of hands	107. No member not present in person shall be entitled to vote on a show of hands, unless such member is a Company or Corporation present by proxy or by a representative duly authorised under Section 187 of the Act, in which case such proxy or representative may vote on the resolution as if he were a member of the Company.
Proxies permitted	108. On a poll, votes may be given either personally or by proxy or in the case of a Company, by a representative duly authorised as aforesaid.
Appointment of proxies	109. Any member of a Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not), as his proxy to attend and vote instead of himself but the proxy so appointed shall not have any right to speak at the meeting and shall not be entitled to vote except on a poll.
Instrument appointing proxy	110. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if such appointer is a body corporate under its common seal or under the hand of its attorney duly authorised. A proxy who is appointed for a specified meeting only shall be called special proxy. Any other proxy shall be called a general proxy.

111. The instrument appointing a proxy and the Power of Attorney or other Authority (if any) under which it is signed or a notarial certified copy of that power or Authority shall be deposited at the office not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. Proxies to be deposited at the office
112. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or transfer of the shares in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Chairman at the office before the meeting. Provided nevertheless, that the Chairman of any meeting shall be entitled to require such evidence as, he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked. When vote by proxy valid though authority revoked
113. Every instrument appointing a special proxy shall, as nearly as circumstances admit, be in any of the forms as set out in Schedule IX to the Act. Form of proxy
114. No member shall be entitled to exercise any voting rights, either personally or by proxy, at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien. Restriction on voting
115. i. Any objection as to the admission or rejection of a vote on a show of hands or on a poll made in due time shall be referred to the Chairman of the meeting who shall forthwith determine the same and such decisions shall be final and conclusive. Admission or rejection of vote
- ii. No objection shall be raised to the qualification of any voter except at meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.

BOARD OF DIRECTORS

116. (a) The number of Directors of the Company shall not be less than three and not more than twelve, inclusive of all kinds of Directors on the Board.
- (b) The following persons are the present Directors of the Company :
1. **SHRI MANHAR RATILAL BHANSALI**(Chairman)
 2. **SHRI RASHESH MANHAR BHANSALI** (Managing Director)
 3. **SHRI KAMAL RATILAL BHANSALI**
 4. **SHRI VIMAL NARESH SEDANI**
 5. **SHRI CHANDRESH ASHOK MEHTA**
 6. **SHRI SURESH ATELRAI KESWANI**

Directors
appointed
by Financial
Institutions etc.

117. (a) Subject to the provisions of the Companies Act, 1956 and notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Financing Company or body or Financial Corporation or Credit Corporation or Bank or any Insurance Corporation (each such Financing Company or Body or Financial Corporation, Credit Corporation or Bank or any Insurance Corporation is hereinafter referred to as "Financial Institution") out of any loans granted by the Financial Institution to the Company or so long as the Financial Institution continues to hold debentures in the Company by direct subscription or private placement, or so long as the Financial Institution holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Financial Institution on behalf of the Company remains outstanding, the Financial Institution shall have a right to appoint from time to time, its nominee as a Director or Directors (which Director or Directors is/are hereinafter referred to as Nominee Directors) on the Board of the Company and to remove such office the Nominee Directors so appointed, and at the time of such removal and also in the case of death or resignation of the nominee Directors so appointed at any time appoint any other person/persons in his/their places, and also fill any vacancy which may occur as a result of such directors ceasing to hold office for any reason whatsoever, such appointment or removal shall be made in writing on behalf of the Financial Institution appointing such Nominee Directors and shall be delivered to the Company at its registered office.
- (b) The Nominee Directors shall not be required to hold any qualification share in the Company to qualify him/them for the office of a Director nor shall he/they be liable to retirement by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Directors so appointed. Subject to the aforesaid the said Nominee Directors shall be entitled to same rights and privileges and be subject to the same obligations as any other Directors of the Company.
- (c) The Nominee Directors so appointed shall hold the said office only so long as any money remain owing by the Company to the Financial Institution or so long as the Financial Institution holds Debentures in the company as a result of direct subscription or private placement or so long as the Financial Institution holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Directors so appointed in exercise of the said power shall ipso facto vacate such office, immediately the moneys owing by the company to the Financial Institution is paid off or on the Financial Institution ceasing to hold Debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Financial Institution.

- (d) The Nominee Directors appointed under these Articles shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and the Meetings of the Committee of which the Nominee Directors is / are members as also the minutes of such meeting. The Financial Institution shall also be entitled to receive all such notices and minutes.
- (e) The Company shall pay to the Nominee Directors sitting fees and expenses to which the other Directors of the Company are entitled. PROVIDED that if the Nominee Director is an officer of the Industrial Development Bank of India (IDBI) the sitting fees in relation to such Nominee Director shall accrue to the IDBI and the same shall accordingly be paid by the Company directly to the IDBI. Any expenses that may be incurred by the Financial Institution or such Nominee Directors in connection with his/their appointment or Directorship shall be paid or reimbursed by the Company. The IDBI or the Financial Institution shall be entitled to depute observe to attend the meetings of the Board or any other Committee constituted by the Board.
- (f) The Nominee Directors shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Directors.

118. Not less than two-third of total number of Directors of the Company shall :

- (a) be persons whose period of office is liable to determination by retirement of Directors by rotation; and
- (b) save as otherwise expressly provided in the Act, be appointed by the Company in General Meeting.

Appointment of Directors of the Company and proportion of those who are to retire by rotation

119. The Company in the General Meeting may subject to provision of the Article 116 and Section 259 of the Act by special resolution increase or reduce the number of its Directors.

Increase or reduction in number of Directors

120. The Directors shall have powers at any time and from time to time to appoint any other person as a Director either to fill up 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 by the Articles. Any Director so appointed shall hold office only up to the date of the next following Annual General Meeting of the Company but shall be eligible for re-election at such Meeting.

Power of appointing Additional Directors

121. Subject to the provisions of Section 313 of the Act or any statutory modifications thereof, the Board shall have power to appoint any person to act as alternate director for a director during the latter's absence for a period of not less than three months from the State in which meetings of the directors are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an alternate director, shall be entitled to notice of meetings of the Board and to attend and vote thereat accordingly but he shall

Alternate Directors

not require any qualification and shall "ipso facto" vacate office if and when the absent Director returns to the State in which meetings of the Board are ordinarily held or if the absent director vacates office as a director.

Directors need not hold any qualification shares

122. A director need not hold any share in the Company in his name as his qualification, but nevertheless shall be entitled to attend, speak and preside at any general meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

123. Each Director, other than the Whole-Time paid Directors, shall be paid a sitting fees as decided by the Board within the ceiling laid down under the provisions of the Companies Act, 1956 or rules made thereunder for every meeting of the Board or of a Committee of the Board attended by them in addition to all travelling expenses by rail or by air or by road as the case may be and in respect of lodging and other expenses incurred by them in attending and returning from such meetings of the Board or Committee Meetings of the Board of the Company.

Expenses of Directors

124. In addition to the remuneration payable to the Directors under Article 123 hereof, the Directors may be paid all reasonable travelling, hotel and other expenses in attending and returning from the meetings of the Board of Directors or any Committee thereof or in connection with the business of the Company.

Extra remuneration of directors

125. Subject to Sections 198, 309, 310 and 314 of the Act, if any Director or Directors being willing shall be called upon to perform extra service or to make any special exertion in going or residing outside the office for any of the purposes of the Company or in giving special attention to the business of the Company, the Board may remunerate such Director either by fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any remuneration to which he may be ordinarily entitled.

Directors may act notwithstanding vacancy

126. The continuing Directors may act notwithstanding any vacancy in the Board but, if and so long as their number is reduced below the quorum fixed by these presents of a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning of general meeting of the Company, but for no other purpose.

When office of Director becomes vacant

127. 1. The Office of a Director shall "ipso facto" became vacant if :

- (a) he is found to be of unsound mind by a Court of competent jurisdiction; or
- (b) he applies to be adjudicated as an insolvent; or
- (c) he is adjudged an insolvent; or
- (d) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; or
- (e) he fails to pay any call in respect of shares of the Company held by him whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government has by notification in the Official Gazette, removed the disqualification incurred by such failure; or
- (f) he absents himself from three consecutive meetings of the Board or from all meetings of the Board for a continuous

period of three months, whichever is the longer without obtaining leave of absence from the Board; or

- (g) he (whether by himself or by any person for his benefit or on his account) or any firm of 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
 - (h) he acts in contravention of Section 299 of the Act; or
 - (i) he becomes disqualified by an order of the Court under Section 203 of the Act; or
 - (j) he is removed in pursuance of Section 284 of the Act; or
 - (k) having been appointed a Director by virtue of his holding any office or other employment in the Company he ceases to hold such office or other employment in the Company; or
 - (l) by notice in writing to the Company he resigns his office; or
 - (m) any office or place of profit under the Company or under any subsidiary of the Company is held in contravention of the provisions of Sub-Section (1) of Section 314 of the Act and by operation of the Section he is deemed to vacate office.
2. Notwithstanding anything in clauses (c), (d) and (i) the disqualification referred in those clauses shall not take effect :
- (a) for thirty days from the date of the adjudication or sentence;
 - (b) Where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence, until the expiry of seven days from the date on which such appeal or petition is disposed of; or
 - (c) Where within the seven days aforesaid; any further appeal or petition is preferred in respect of the adjudication, sentence or conviction and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.

128. A Director of the Company may be or become a Director of any Company promoted by this Company or in which it may be interested as vendor; shareholder or otherwise and so such director shall be accountable for any benefits received as a Director or member of such Company.

Directors may be directors of companies promoted by the Company

129. Subject to the provisions of Sections 297 and 299 to 310 of the Act, a Director shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any shares in or debentures of the Company nor shall any such contract or arrangement entered into by or on behalf of the Company with a relative of such Director or relative is a partner or with any other partner in such firm or with a private Company of which such Director is a member or Director be void, nor shall any Director so contracting or being such members so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason of such Director holding this office or of the fiduciary relation thereby established.

Conditions under which Directors may contract with the Company

APPOINTMENT, REMOVAL AND ROTATION OF DIRECTORS

Vacancies to be filled in Annual General Meeting

130. (a) At an Annual General Meeting at which a Director retires by rotation, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto. If the place of the retiring Director is not so filled and the meeting has not expressly resolved not fill up 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.
- (b) If at the adjourned meeting also the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill up the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting unless;
- i. at that meeting or at the previous meeting resolution for the reappointment of such Director has been put to the meeting and lost; or
 - ii. the retiring Director has by a notice in writing addressed to the Company or the Board, expressed his unwillingness to be so reappointed; or
 - iii. he is not qualified or is disqualified for appointment; or
 - iv. a resolution whether special or ordinary is required for his appointment or reappointment by virtue of any provisions of the Act; or
 - v. the provision to Sub-Section (2) of Section 263 of the Act is applicable to the case.

Power to remove Directors

131. The Company may, subject to the provisions of Section 284 of the Act by ordinary resolution of which special notice according to Section 190 of the Act has been given, remove any Director before the expiry of his period of office and may by ordinary resolution of which special notice has been given, appoint another person in his stead. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been so removed. If the vacancy created by the removal of a Director under the provisions of this Article is not so filled by the meeting at which he is removed, the Board may at any time thereafter fill such vacancy under the provisions of Article 132.

Board may fill casual vacancies

132. If the office of any Director appointed by the Company in General Meeting is vacated before his term of office will expire, in the normal course, the resulting vacancy may be filled by the Board at a meeting of the Board but any person so appointed shall hold office only up to the date on which the Director on whose place he is appointed would have held office if it had not been so vacated, provided that the Board shall not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Article 131.

Rotation and Retirement of Directors

133. (a) At every Annual General Meeting, one third of such of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, then the Directors nearest to one third shall retire from office. The retiring Director shall retain his office until dissolution of the meeting at which his successor is elected. An ex-officio Director shall not be liable to retire by rotation within the meaning of this Article.

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

134. A retired Director shall be eligible for re-election.

135. No person, not being a retiring Director, shall be eligible for election to the office of Director at any General Meeting, unless he or some other member intending to propose him has, not less than fourteen days and not more than two months before the meeting left at the office a notice in writing duly signed, signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office, as the case may be.

When candidate for office of Director must give notice to the company in writing

PROCEEDINGS OF DIRECTORS

136. a. The Directors may meet together for the despatch of business and may adjourn and otherwise regulate their meetings and proceedings as they may think fit, subject to the provision of Section 285 of the Act.

Meeting of Directors

(b) The Chairman, Director or any Officer authorised by the Director may call a meeting of the Board of Directors.

(c) Subject to the provisions of Sections 316, 372(5) and 386 of the Act, questions arising at any meeting shall be decided by a majority of votes and in case of any equality of votes the chairman shall have a second or casting vote.

137. (a) Notice of every meeting of the Board or a committee thereof shall ordinarily be given in writing to every Director for the time being at his usual address.

Notice

(b) It shall not be necessary to give notice of a meeting of Directors to any Directors for the time being away from India.

138. (a) Subject to Section 287 of the Act, a quorum for the meeting of the Board of Directors shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors whichever is higher. Provided that where at any time the number of interested Directors exceed or is equal to two thirds of the total strength the number of remaining directors, that is to say the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time.

Quorum

(b) If a quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of Board, it shall be adjourned until such date and time as the chairman shall appoint.

139. The Chairman may, and on the requisition of a Director shall, at any time summon a meeting of the Board.

Directors may summon Meetings

Power to appoint Chairman	140. The Directors may choose some one of their members to be Chairman and the Director so chosen shall continue as Chairman until otherwise determined by the Board. If at any meeting of the Board the Chairman be not present within five minutes after the time appointed for holding the same the Directors present shall choose some one of their member to be Chairman of such meeting.
Power of the Board Meeting	141. A meeting of Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles or the Act for the time being vested in or exercisable by the Board.
Power to appoint committee and to delegate Powers	142. Subject to the provisions of Section 292 of the Act, the Board may from time to time delegate any of its powers to a committee consisting of such member or members of their body, managers and other officers of the Company as it may think fit and may from time to time revoke such delegation. Any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Board. The meetings and proceedings of any such committee, consisting of two or more members shall be governed by the provisions hereinafter contained for regulating the meeting and proceedings of the Directors, so far as the same are applicable thereof and are not superseded by any regulations made by the Directors under this Clause.
When act of Directors or Committee valid	143. All acts done at any meetings of the Directors or of a Committee or by any person acting as a Director, shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid or that they or any of them were disqualified, be as valid as if ever, such Director or person had been duly appointed and was qualified to be a Director or a member of a Committee.
Resolution without Board Meeting valid	144. Save for the purposes of Section 262, 292, 297, 316, 372(5) and 386 of the Act, a resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or of the Committee thereof duly called and constituted if it is circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be) and to all other Directors or members at their usual address in India and has been approved by such of the Directors or members as are then in India or by a majority of such of them, as are entitled to vote on the resolution.

POWER OF THE BOARD

General powers of the Company vested in the Board	145. Subject to the provisions of the Act, control of the Company shall be vested in the Board who shall be entitled to exercise all such powers and to 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 or doing any such act or thing the Board shall be subject to the provisions in that behalf contained in the Act, or any other statute or in the Memorandum of Association of the Company or in these Articles or in any regulations made by the Company in General Meeting but no regulations, made by the Company in General Meeting shall invalidate any prior act of the Director which would have been valid if that regulation had not been made.
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146. The Company may exercise the powers conferred on it by Sections 157 and 158 of the Act with regard to keeping of a foreign Register and the Board may (subject to the provisions of these sections) make and vary such regulation as it may think fit in respect of the keeping of any such register. Power to keep foreign register
147. Every debenture or other instrument issued by the Company for securing the payment of the money may be so framed that the moneys thereby secured shall be assigned free from any equities between the Company and the person to whom the same may be issued. Any debentures, debenture-stock, bonds or other instruments or securities may be issued at a discount, premium or otherwise and may be issued on a condition that they shall be convertible into any shares of any denomination and with any special privileges as to redemption, surrender, drawing and allotment of shares or otherwise, provided that the debentures with right to conversion into or allotment of shares shall not be issued without consent of the Company in General Meeting. Debentures
148. The Directors may at any time pay or agree to pay commission to any person in consideration of his subscribing, underwriting or agreeing to subscribe or underwrite (whether absolutely or conditionally) debentures of the Company, but so that if the commission shall be paid or be payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the commission shall not exceed two and a half percent of the face value of the debentures. Directors may pay commission
149. All cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for the moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by the Managing Director or by such person and in such manner as the Board shall from time to time by resolution determine. Drawings of negotiable and other Instruments
150. The Board may make such arrangement as may be thought fit for the management of the Company's affairs abroad and may for the purpose (without prejudice to the generality of their powers) appoint legal boards and agents and fix their remuneration and delegate to them such powers as may be deemed requisite or expedient. Management of Company's affairs abroad
151. Without prejudice to the general powers conferred by the last preceding Article and other powers conferred by these presents but, subject, however to Sections 292, 293, 294, 295, 297 and 314 of the Act it is hereby expressly declared that the Directors shall have the following powers, that is :- Specific powers given in the Directors
1. To pay the costs, charges, preliminary and incidental expenses towards the promotion, formation, establishment and registration of the Company.
 2. To pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
 3. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at

such price and generally on such terms and conditions as they think fit.

4. To secure fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company or in such other manner as they may think fit.
5. To appoint and at their discretion remove or suspend such managers, Secretaries, experts and other officers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amounts as they think fit.
6. To appoint any person (whether incorporated or not) to accept and to hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.
7. To institute, conduct, defend, compound, refer to arbitration or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment in satisfaction of any debts, dues and of any claims or demands by or against the Company and act on behalf of the Company in all matters relating to bankrupts and insolvents, apply and obtain Letters of Administration, Provided that the Board shall not except with the consent of the general meeting remit or to give time for the repayment of any debt by a Director.
8. To refer any claims or demands by or against the Company or to enter into any contract or agreement for reference to arbitration and to observe, enforce, perform, compound or challenge such awards and to take proceedings for the persual of the same.
9. To make and give receipts, release and other discharges for money payable to the Company and for the claims and demands of the Company.
10. To act as trustees in composition of the Company's debtors.
11. To make, vary and repeal bye laws for regulation of business of the Company and the duties of officers and servants.
12. Subject to the provisions of the Act and in particular subject to Sections 309 and 310 of the Act, to give a Director, any officer or any other person whether employed or not by the Company a commission on the profits of any particular business or transaction or share in the general profits of the Company and such

commission or share of profits shall be treated as part of the working expenses of the Company.

13. At any time, and from time to time, by power of attorney under the seal of the Company, to appoint any person or persons to be the attorney of the Company in India or abroad for such purposes and with such powers, authorities and discretion and for such conditions as the Directors may from time to time think fit and any such appointment may be made in favour of any Company or the members, Directors, nominees or managers of any Company or firm or otherwise in favour of fluctuating body of persons whether nominated directly or indirectly by the directors and any such power of attorney may contain such powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.
14. With the sanction of the Board to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability on behalf of the Company, such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and any such powers, covenants and provisions as shall be agreed upon or other agreements as may be thought fit.
15. In conformity with Section 293 (1) (c) and 372 of the Act to invest and deal with any of the moneys of the Company in such manner as they may think fit and from time to time to vary or realise such investments.
16. To enter into all such negotiations and contracts, rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.
17. To act jointly or severally in all or any of the powers conferred on them.
18. To comply with the instruments of the Act or any other local law which in their opinion shall, in the interest of the Company be necessary or expedient to comply with.
19. To delegate all or any of the powers, authorities and discretions for the time being vested in them and in particular, from time to time provide by the instrument of an attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manners as they may think fit.
20. To provide for the welfare of employees or ex-employees of the Company and the wives, widows and families or the dependants

or connections of such persons by building or contributing to the building of houses, dwelling or chawls or by grants of money, pensions, allowances, bonuses or other payment or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and all other kinds of medical relief.

21. Subject to Section 293(1)(e) of the Act to subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, national, social, scientific, literary, educational, medical or other institutions the object of which shall have any moral or other claim for support for aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
22. To open and deal with the current accounts, overdraft accounts and any other accounts with any bank or banks for carrying on any business of the Company.
23. Subject to Section 293 (1)(a) of the Act to sell or dispose of any of the properties of the Company to any person in consideration of cash payment in lumpsum or installments or in return for any other service rendered to the Company.
24. To get insured any or all the properties of the Company and any or all the employees and their dependants against any or all risks.
25. To appoint and nominate any person or persons to act as proxy or proxies for the purpose of attending or voting on behalf of the Company at a meeting of any Company or Association.
26. Subject to Section 294 of the Act to appoint purchasing and selling agents for the purchase and the sale of the Company's requirement and products respectively.
27. Subject to Section 293 (1)(e) of the Act to give away in charity moneys received from any sources whatever or from assets of the Company for any charitable purposes.
28. Before declaring any dividend to set aside such portion of the profits of the Company as they may think fit to form a fund to provide for the pension, gratuities or compensation or create a provident fund or benefit fund in such manner as the Directors may deem fit.
29. To realise, compound and allow time for the payment or satisfaction of any debts due to or by the Company and any claims or demands by or against the Company and to refer any claims or demands by or against the Company to arbitration and observe and perform the awards.

30. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities.

LOCAL MANAGEMENT

152. The Board of Directors may from time to time provide for the MANAGEMENT and transaction of the affairs of the Company in any specified locality whether at home or abroad in such manner as they think fit and the provisions contained in the three next following Articles shall be without prejudice to the general powers conferred by this Article but subject to the provisions of Sections 292 to 297 of the Act.

153. The Board of Directors from time to time and at any time may establish any local boards or agencies for managing any of the affairs of the Company in any such specified locality and may appoint any persons to be members of such local boards or any managers or agents and may fix their remuneration. And the Directors from time to time and at any time may subject to the provisions of Sections 292 to 297 of the Act delegate to any person so appointed any of the powers and authorities and discretions for the time being vested in them and may authorise any members for the time being of any such local boards or any of them to fill up vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and conditions as the Directors may think fit and the Directors may at any time remove any person so appointed and may annul or vary any such delegation.

Local Board
Delegation

154. The Board of Directors may at any time and from time to time, by power of attorney under the Company's seal, appoint any person or persons to be the attorneys of the Company for such purposes and subject to the provisions of Sections 292 to 297 of the Act with such powers, authorities and discretion not exceeding those vested in or exerciseable by the Directors under these presents and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment may, if the Directors think fit, be made in favour of the members, or of any Company or of the members, directors, nominees or managers of the Company or firm or in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors and any such power of attorney may contain such provisions for the protection or conveniences of persons dealing with such attorneys as the Directors think fit.

Power of attorney

155. Any such delegates or attorneys aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.

Sub-delegation

MANAGING / WHOLE-TIME DIRECTORS

156. The Company by ordinary resolution or the Directors may, subject to the provisions of Section 268 and 269 and 314 of the Act, from time to time appoint one or more of the Directors to be Managing Directors or other whole time Directors of the Company, on such terms as it thinks proper for a term not exceeding five years at a time and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

Appointment of
Managing /
whole-time
Directors

What provisions
subject to

157. A managing or joint-managing Director shall not, while he continues to hold the office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation by retirement of directors or in fixing the number of Directors to retire, but subject to the provisions of any contract between him and the Company he shall be subject to the provisions as to resignation and removal as the other Directors of the Company and he shall "ipso facto" and immediately cease to be a Managing Director or Joint-Managing Director if he ceases to be a Director for any cause.

158. Subject to the provisions of Sections 198, 309, 310 and 311 of the Act, a Managing Director or whole time Director shall in addition to the usual remuneration payable to him as a director of the Company under these Articles receive such additional remuneration as may from time to time be sanctioned by the Company and may be by way of fixed salary or at a specified percentage of the net profits of the Company or both, provided that such percentage shall not exceed five percent for any one Managing or whole time Director and ten percent for all of them together.

159. The Directors may subject to the provisions of Sections 291 to 297 of the Act, from time to time entrust to and confer upon a Managing Director or wholetime Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and substitution for, all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers.

MANAGER

160. Subject to the provisions of the Act, the Board shall have power to appoint or employ any person to be the Manager of the Company upon such terms and conditions as the Board thinks fit and the Board may, subject to the provisions of Section 292 of the Act, vest in such manager such of the powers, vested in the Board generally, as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restriction as it may determine and at such remuneration as it may think fit.

161. A Director may be appointed as Manager subject to Sections 314 and 386 of the Act.

SECRETARY

Directors may
be appointed
as Manager /
Secretary

162. The Board may from time to time appoint or employ any person to be the Secretary of the Company upon such terms, conditions and remuneration as it thinks fit, to perform any functions which by the Act or the Articles for the time being of the Company are to be performed by the Secretary and to execute any other purely ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some person (who need not to be the Secretary) to keep the registers required to be kept by the Company.

Directors may
be appointed
as Secretary

163. Subject to the provisions of the Act, a Director may be appointed as Secretary.

THE SEAL

164. (a) The Directors 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 Directors shall provide for safe custody of the seal. Directors to provide a common seal and its custody
- (b) The seal shall not be affixed to any instrument except in the presence of a director or an officer duly authorised who shall sign every instrument to which the seal shall be affixed. Provided, nevertheless, that any instrument other than a share certificate bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the Authority of the Board to issue the same. Provided further that in respect of issue of share Certificates the provisions of the Companies (Issue of Share Certificates) Rules, 1960 shall apply. Use of Seal
- (c) The Directors may provide for use in any territory outside India an official seal subject to the provisions of Section 50 of the Act. Use of official seal outside India

ANNUAL RETURNS

165. The Company shall make the requisite Annual return in accordance with Section 159 and 161 of the Act. Annual Returns

RESERVES

166. The Board may subject to Section 205(2A) of the Act from time to time before recommending any dividend set apart any portion of the profits of the Company as it thinks fit as reserves to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company or for equalisation of dividends or for repairing, improving or maintaining any of the property of the Company and for such other purposes of the Company as the Board in its absolute discretion thinks conducive to the interest of the Company and may, subject to the provisions of Section 372 of the Act, invest the several sums so set aside upon such investments (other than shares in the Company) as it may think fit and may from time to time deal with and vary such investments and dispose all or any part thereof for the benefit of the Company and may divide the reserves into such special funds as it thinks fit, with full power to employ the reserve or any part thereof in the business of the company and that without being bound to keep the same separated from the other assets. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as a reserve. Reserves
167. All moneys carried to the reserves shall nevertheless remain and be the profits of the Company applicable, subject to due provisions being made for actual loss or depreciation, for the payment of dividends and such moneys and all other moneys of the Company not immediately required for the purposes of the Company may subject to the provisions of Sections 370 and 372 of the Act, be invested by the Board in or upon such investments or securities as it may select or may be used as working capital or be kept at any Bank or deposit or otherwise as the Board may from time to time think proper. Investments of the money

CAPITALISATION OF PROFITS

- | | | |
|-------------------------------|------|---|
| Capitalisation | 168. | <ol style="list-style-type: none"> 1. The Company in General Meeting may, upon the recommendation of Board, resolve : <ol style="list-style-type: none"> a) to capitalise whole or any part of the amount for the time being standing to the credit of any of the Company's reserve account, or to the credit of the profit and loss account or otherwise available for distribution; and b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividends and in the same proportions. 2. The sum aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in Clause (3), either in or towards: <ol style="list-style-type: none"> i. paying up any amounts for the time being unpaid on any shares held by such members respectively; ii. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid; or iii. partly in the way specified in sub-clause i and partly in that specified in sub-clause ii. 3. A share premium account and a capital redemption reserve fund may, for the purposes in this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares. 4. The Board shall give effect to the resolution passed by the Company in pursuance of this article. |
| Board may make appropriations | 169. | <ol style="list-style-type: none"> 1. Whenever such a resolution as afore said shall have been passed, the board shall: <ol style="list-style-type: none"> a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any; and b) generally do all acts and things required to give effect thereto. 2. The Board shall have full power :- <ol style="list-style-type: none"> a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in the case of shares becoming distributable in fractions and also (b) to authorise any person to enter, on behalf of the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf by the application thereto of their respective proportions of the profits resolved to the capitalised of the amounts or any part of the amounts remaining unpaid on their existing shares. |

3. Any agreement made under such Authority shall be effective and binding on all such members.

INTEREST OUT OF CAPITAL

170. Where any shares are issued for the purposes of raising money to defray the expenses of the construction of any work or building or the provisions of any plant, which cannot be made profitable for a lengthy period, the Company may pay interest on so much of the share capital as is for the time being paid up, for the period, at the rate and subject to the conditions and the restrictions imposed by Section 208 of the Act and may charge the sums so paid by way of interest to Capital as part of the cost of construction of the work of building or the provisions of Plant.

Interest out
of Capital

DIVIDENDS

171. Subject to the rights of members entitled to a share (if any) with preferential or special rights attached thereto the profits of the Company which shall from time to time be determined to divide in respect of any year or other period shall be applied in the payment of dividend on the Equity Shares of the Company, but so that the holder of partly paid up share shall be only entitled to such proportion of the distribution upon a fully paid up share proportionately to the amount paid or credited thereon during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly. 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 dividend or to participate in profits.

How profits
shall be
divisible

172. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents 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.

Dividends

173. The Company in Annual General Meeting may declare a dividend to be paid to the members according to their rights and interests in the profits and may subject to the provisions of Section 207 of the Act, fix the time for payment.

Declaration of
Dividends

174. No larger dividends shall be declared than that recommended by the Board, but the company in general meeting may declare a smaller dividend.

Amount of
Dividend

175. No dividend shall be payable except out of the profits of the Company or out of moneys provided by the Central or State Government for the payment of dividend in pursuance of any guarantee given by such Government and no dividend shall carry interest against the Company.

Dividends out
of Profits only

176. The declaration of the Board as to the amount of net profits of the Company shall be conclusive.

What to be deemed
to be profits

177. The Directors, if in their opinion the position of the Company justifies, may from time to time without the sanction of a general meeting pay interim dividend to one or more classes of shares to the exclusion of others at rates which may differ from class to class and when declaring such dividend they should satisfy themselves that the preference shares which have prior claim in respect of payment of dividend shall have their entire rated dividend at the time of final preparation of the accounts for the period.

Interim Divided

Debts may be deducted	178. No member shall be entitled to receive payment of any dividend or interest in respect of his share or shares whilst any money may be due or owing from him as in presently payable to the Company in respect of such share or shares or otherwise on account of any debts, liabilities or engagements of the members of the Company, either alone or jointly with any other person or persons and the Directors may deduct from the dividend or interest payable to any member all sums of money so due from him to the Company.
Dividend and call together	179. Any general meeting declaring a dividend may 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 member, be set off against the call. The making of a call under this Article shall be deemed ordinary business of an annual general meeting which declares dividend.
Effect of transfer	180. A transfer of share shall not pass the right to any dividend declared thereto before the registration of the transfer by the Company.
Retaining of dividend under transmission clause	181. Subject to Section 205A of the Act the Directors may retain the dividends payable upon shares in respect of which any person is under the Transmission Article 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 thereof or shall duly transfer the same.
Retaining of dividend on shares on which the Company has lien	182. The Directors may retain any dividend on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagement in respect of which the lien exists.
Joint-holders	183. Anyone of several persons who are members registered jointly in respect of any share may give effectual receipts for all dividends, bonuses and other payments in respect of such shares.
Notice of any Dividend	184. Notice of any dividend, whether interim or otherwise shall be given to the person entitled to share therein in the manner hereinafter provided.
Payment by post	185. Unless otherwise directed in accordance with Section 206 of the Act, any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto or in the case of joint-holders to the registered address of that one whose name stands first on the register in respect of the joint holding or to such person and at such address as the member or person entitled or such joint holders as the case may be direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders as the case may be, may direct.
Unclaimed Dividends	186. No unclaimed dividend shall be forfeited by the Company and all unclaimed and unpaid dividends be dealt with as per Section 205A of the Act. 187. The Company shall not be responsible for the loss of any cheque, dividend warrant or postal order sent by post in respect of dividends, whether by request or otherwise, at the registered address or the address communicated to the office before hand by the member or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means.

BOOKS OF ACCOUNTS

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| <p>188. The Directors shall cause to be kept in accordance with Section 209 of the Act, proper books of account with respect to :-</p> <p style="margin-left: 40px;">(a) all sums of money received and spent by the Company and the matters in respect of which the receipts and expenditures take place.</p> <p style="margin-left: 40px;">(b) all sales and purchases of goods by the Company.</p> <p style="margin-left: 40px;">(c) the assets and liabilities of the Company.</p> | <p>Books of accounts to be kept</p> |
| <p>189. The books of Accounts shall be kept at the Registered office or at such other places in accordance with Section 206 of the Act as the Board thinks fit and shall be open to inspection by the Directors during business hours.</p> | <p>Inspection by Members</p> |
| <p>190. The Directors shall from time to time, subject to the provisions of Sections 168, 196 and 219 of the Act, determine whether and to what extent and at what time and places and under what conditions, the documents and registers or any of them maintained by the Company of which inspection is allowed by the Act, shall be kept open for the inspection of the members. Till decided otherwise by the Board, such documents and registers shall be kept open for inspection to the persons entitled thereto between 11 A.M. to 1 P.M. on all working days. No member (not being a Director) shall have any right to inspection of any account or book or document of the Company except as conferred by law or by Act or authorised by the Directors in general meeting and no member not being a director shall be entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret or secret process of or used by the Company.</p> | |
| <h3 style="margin: 0;">AUDIT</h3> | |
| <p>191. Once atleast in every year, the books of accounts of the Company shall be examined by one or more Auditor or Auditors.</p> | <p>Audit</p> |
| <p>192. The Company at each Annual General Meeting shall appoint an Auditor or Auditors to hold office until the conclusion of next Annual General Meeting and their appointment, remuneration, rights and duties shall be regulated by Sections 224 to 227 of the Act.</p> | <p>Appointment of Auditors</p> |
| <p>193. Where the Company has a branch office, the provision of Section 228 of the Act shall apply.</p> | <p>Branch Audit</p> |
| <p>194. All notices of and other communications relating to any General Meeting of the Company which any member of the Company is entitled to have been sent to him shall also be forwarded to the Auditor of the Company and the Auditor shall be entitled to attend any General Meeting and to be heard to any General Meeting which he attends on any part of the business which concerns him as an Auditor.</p> | <p>Rights of Auditor to attend General Meeting</p> |
| <p>195. The Auditors' Report shall be read before the Company in Annual General Meeting and shall be open to inspection by any member of the Company.</p> | <p>Auditors' report to be read</p> |

When account
to be deemed
to be settled

196. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in Annual General Meeting shall be conclusive, in respect of transactions of the Company for the relevant year.

SERVICE OF NOTICE AND DOCUMENTS

Service of
documents and
notice to members

197. The Company shall comply with the provisions of Sections 53, 172 and 190 of the Act as to the serving of notices.

Accidental
omission
not to invalidate

198. The accidental omission to give notice to or the non-receipt of notice, by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

Transferees
etc. bound
by prior
notice

199. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such shares which previously to his name and address being entered in the Register, shall be duly given to the person from whom he derives his title to such share.

Modes of
Signature

200. The Signature to any notice to be given by the Company may be written, printed or lithographed.

Notice valid
though members
deceased

201. Any notice or document delivered or sent by post or left at the registered address of any member in pursuance of those Articles shall, notwithstanding such member be then deceased and whether or not the Company has notice of his death, be deemed to have been duly served in respect of any share whether registered solely or jointly with other persons until some other person be registered in his stead as the member in respect thereof and such service for all purposes of the Articles be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators and all persons, if any, jointly interested with him or her in any such share.

When notice
may be
given by
advertisement

202. Any notice required to be given by the Company to the members or any of them and not expressly provided for by these Articles or by the Act shall be sufficiently given if given by advertisement.

How to be
advertised

203. Any notice required to be or which may be given by advertisement shall be advertised once in one or more vernacular newspapers circulating in the neighbourhood of the registered office.

When notice by
advertisement
deemed to be
served

204. Any notice by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.

RECONSTRUCTION

Reconstruction

205. On any sale of the whole or any part of the undertaking of the Company, the Board or the Liquidators on a winding up may, if authorised by special resolution, accept fully paid or partly paid-up shares, debentures or securities of any other Company, whether incorporated in India or not either then existing or to be formed for the purchases in the whole or in the part of the property of the Company and the Board (if the profits of the Company permit) or the Liquidators (in a winding up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them and any special Resolution may provide for the distribution or appropriation of cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the member, contributories of the Company and for the valuation of any such securities or property at such price and such manner as the meeting may approve and all

holders of shares shall subject to the provisions of Section 395 of the Act be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto save only in case the Company is proposed to be or in course of being wound up and subject to the provision of Section 494 of the Act as are incapable of being varied or excluded by these Articles.

WINDING UP

- | | | |
|------|---|----------------------------------|
| 206. | On winding up, preference share, if any, will rank as regards Capital in priority to equity shares, to the extent of the paid up value of the said shares but to no other rights of participating in its assets. | Right of Preference share holder |
| 207. | <ol style="list-style-type: none"> 1. Subject to the provisions of the Act, if the Company shall be wound up, the liquidator may with the sanction of a special resolution of the Company and any other sanction required by the Act divide amongst contributories in specie or in kind the whole or any part of the assets of the Company whether they shall consist of property of the same kind or not. 2. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members of different classes of members. 3. The liquidator may, with the like sanction of a special resolution, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories or any of them as the liquidator shall think fit. | Distribution of assets in Specie |
| 208. | <ol style="list-style-type: none"> 1. In the event of the Company being wound up the holders of preference shares, if any, shall be entitled to have the surplus assets available for distribution amongst members as such applied in the first place in repayment to them of the amount paid up on the preference shares held by them respectively and any arrears of dividend upto the commencement of the winding up, whether declared or not. If the surplus assets available as aforesaid shall be insufficient to repay the whole of the amount paid up on the preference shares and any arrears of dividend, such assets shall be distributed amongst the holders of preference shares so that the losses shall be borne by the holders of preference shares as nearly as may be in proportion to the capital paid up or which ought to have been paid up on the shares held by them at the commencement of the winding up and the arrears of dividend as aforesaid. 2. The assets, if any, available for distribution after payment to the preference share holders as aforesaid shall be distributed amongst the holders of equity shares in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the shares in respect of which they were respectively registered. | Distribution of assets |

3. This Article is to be without prejudice to the rights and privileges amongst the holder of preference shares of different series.

SECRECY

Secrecy 209. Subject to the provisions of Sections 635B of the Act, every Director, Manager, Auditor, Trustees, Member or a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transaction of the Company with its customers and the state of accounts with individuals and in matter relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any meeting or by a Court of law and except so far as may be necessary in order to comply with any of the provisions of these presents contained.

No member to enter the premises of the company without permission 210. No member or other person (not being a Director) shall be entitled to visit or inspect any works of the Company or to enter upon the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Board or, subject to Article 191 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 trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate.

INDEMNITY

Indemnity 211. Every Director, Managing Director, Manager, Secretary or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed by the Company as Auditor shall be indemnified out of the assets of the Company against all liabilities incurred by him as such Director, Managing Director, Manager, Secretary, Officer or Auditor in defending any proceedings, 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.

212. Save and except so far as the provision of these Articles shall be avoided by Section 201 of the Act, the Managers, Auditors, Secretary and other officers and servants for the time being of the Company and Trustees (if any) for the time being acting in relation to any of the affairs of the Company and every one of them and everyone of their executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their executors or administrators shall sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through or by their own willful neglect or default respectively and none of them shall be answerable for the act, receipts, neglects or default of the other or others of them or for joining in any receipt for the sake of conformity or for any bankers or other persons with whom any moneys or effects belongings to the company shall be deposited or for in-sufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trust or in relation thereto unless the same shall happen by or through their own willful neglect or default respectively.

We, the several persons whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a company in pursuance of these **ARTICLES OF ASSOCIATION** and we respectively agree to take the number of shares in Capital of the Company, set opposite our respective names :

Name, address, description and occupation of the Subscribers	Number of Shares taken by each	Name, address, description and occupation of the witness
<p>Sd/- Manhar Kumar Ratilal Bhansali S/o. Shri Ratilal A. Bhansali 701, Pleasant Palace, 16, Narayan Dabholkar Road, Bombay - 400 006.</p> <p>Diamond Merchant</p>	<p>10 (Ten) Equity Shares</p>	<p>Sd/- Shyam Udharam Gehani S/o. Udharam 59, Dr. V. B. Gandhi Marg, Bombay 400 023.</p> <p>Business</p>
<p>Sd/- Kamal Kumar Ratilal Bhansali S/o. Shri Ratilal A. Bhansali 1-A, Bungalow, Settminar Society, 16-A, Pedder Road, Bombay - 400 026.</p> <p>Diamond Merchant</p>	<p>10 (Ten) Equity Shares</p>	
<p>TOTAL</p>	<p>20 (Twenty) Equity Shares</p>	

Bombay : Dated 6th October, 1986.

CERTIFIED TRUE COPY
 FOR GOLDIAM INTERNATIONAL LIMITED


 COMPANY SECRETARY