



Company Number: 181-4797

FRESH CERTIFICATE OF INCORPORATION

CONSEQUENT ON CHANGE OF NAME/CONVERSION U/S 44

In the office of the Registrar of Companies, Tamil Nadu, Coimbatore.

(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF * SALONA COTSPIN PRIVATE LIMITED

I hereby certify that SALONA COTSPIN PRIVATE LIMITED

which was originally incorporated on 18TH day of JANUARY 1994

under * Companies Act, 1956, / ~~1943~~ and under the name " SALONA COTSPIN

PRIVATE LIMITED " ** ** **

having duly passed the necessary resolution in terms of Section 23(1) of the Companies Act, 1956 / 23(1), 1956

of General Affairs, Registrar of Companies, Tamil Nadu, Coimbatore

dated 13.12.1994 the name of the said company in this day changed to

" SALONA COTSPIN LIMITED " ** **

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

Given under my hand at COIMBATORE This THIRD Day of JANUARY
THIRTEENTH PAUSA

One Thousand nine hundred and Ninety FIVE

One thousand nine hundred and SIXTEEN

(Saka)


(K. GOPALAKRISHNAN)
Registrar of Companies
Tamil Nadu
Coimbatore.

* Here give the name of the company as existing prior to the change.

** Here give the name of the Act (s) under which the company was originally registered and incorporated.

Companies Act, 1956
Company Limited by Shares
Memorandum of Association

of

SALONA COTSPIN LIMITED

- I. The Name of the Company is SALONA COTSPIN LIMITED.
- II. The Registered Office of the Company will be situated in the State of Tamilnadu.
- III. The objects of the Company are :
 - (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE :
 1. To deal, trade and sell all types of hosieries, knitweaves and other materials and also fabrics, mats, furnishing and like made cotton, rayon nylon, mylow wool, yarn, silk, synthetic fibres, stable fibres, jute leather, hemp, flax, hessain, linen and to generally carry on business as whole-salers, retailers, commission agents, brokers, importers, exporters and to run spinning mills, weaving mills or any other factories for pressing, ginning, carding, combing,

scouring, curing, colouring, vending, spinning, doubling, mixing, processing, twisting, throwing, bleaching, mercerising, printing, dyeing or finishing of any textiles of any description and kind.

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

1. To enter into any arrangement with any Government or Authority, Municipal, local or otherwise or any person or company in India or abroad that may seem conducive to the objects of them and to obtain from any such Government, authority, person, or company any rights, privileges, charters, contractors, licences and concessions which the Company may think desirable and to carry out, exercise and comply therewith.
2. To open one or more account(s) of any kind with any Bank or Bankers.
3. To obtain sanction, permission, licences and quotas of the Government for export and to do all things that may be necessary to obtain recognition as an "Export House".
4. To acquire the whole or any part of the undertaking and assets or any business within the objects of the company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any such company, association, partnership or person.
5. To amalgamate, enter into partnership or enter into collaboration agreement or arrangement or understanding or associate with any Indian or foreign company or body corporate or firm or individual or enter into any arrangement with any Indian or foreign company or body corporate or firm or individual for sharing of profits, union of interests, co-operation, joint adventure, reciprocal concessions or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which the company is authorised to carry on.
6. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or part of the above things in any part of the world, either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.
7. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents, patent rights, Brevets 'D' invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise, develop or grant licences in respect

of or otherwise turn to account the property right or information so acquired and to expend money to experimenting upon, testing or improving any such, patent, invention or rights.

8. To establish or promote or concur in establishing or promoting any company or combined for the purpose of acquiring all or any of the property, rights and liabilities and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
9. Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business of which may enhance the value of any other property of the Company and in particular land and buildings, easements, machinery, plant, vehicles and stock-in-trade.
10. To invest and deal within any manner the moneys of the Company not immediately required and in particular to accumulate funds or to acquire or to take by subscription, purchase or otherwise howsoever or to hold shares or stock in or the security of any company, association or undertaking in India or abroad.
11. To receive money on deposit or loan within the permissible limit and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any other property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance of the company or any other person or company any obligation undertaken by the company or any other person of company as the case may be, provided that the company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
12. To pay for any business, property or rights acquired or agreed to be acquired by the Company and generally to specify any obligation of the Company by the issue or transfer of shares of this or any other Company credited as fully or partly paid up or for debentures or other securities of this or any other Company.
13. To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
14. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the

Company or for the issue of its capital, including brokerage and commission for obtaining applications or for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.

15. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
16. To distribute among the members any property of the Company or any proceeds on the sale or disposal of any property of the Company in the event of its being wound up, but so that no distribution amounting to a reduction of capital be made except in accordance with the provisions of the Companies Act, 1956.
17. To improve, manage, develop and grant rights or privileges in respect of or otherwise deal with, all or any part of the property and rights to the Company.
18. To provide for the welfare of the directors, trustees and employees, ex-directors, ex-trustees, ex-employees of the Company and their wives, widows and families or the dependants or connection of such persons, by building or contributing to the building of the houses, dwelling or chawls, by grants of money, pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to provident fund, superannuation fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instructions and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise, to assist to guarantee money to charitable, benevolent, religious, scientific, national or other institutions, bodies, and objects which shall have any moral or other claim to the support aid by the Company either by reason of locality of operation or public and general utility or otherwise.
19. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purposes conducive to the interests of the Company.
20. Subject to Section 78 of the Companies Act, 1956, to place, to reserve or to distribute bonus, among the members or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at premium by the Company, and any moneys received in respect of dividends accrued on forfeited shares.

21. Subject to the provisions of the Companies Act, 1956 or any other enactment in force, to indemnify and keep indemnified members, officers, directors, agents and servants of the Company against proceedings, costs, damages claims and demands in respect of any thing done or ordered to be done by them for any in the interest of the Company and for any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
22. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control and buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways sidings, bridges, reservoirs, water courses, wharves electric work and other works and conveniences, which may seem calculated directly or in-directly to advance the interests of the Company and to join with any other person or company in doing any of these things.
24. To establish, provide and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical research, experiments and tests of all kinds; to promote studies and research both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote and rewards studies, research, investigations, experiments and inventions of any kind that may be considered likely to assist the business which the company authorised to carry on.

(C) THE OTHER OBJECTS OF THE COMPANY ARE :

1. To carry on in India or elsewhere the business or business of running public services vehicles of all kinds, tractor and trailers, auto vehicles, tourist vehicles and chartered vehicles and motor boats of all kinds and to transport passengers, troops, goods animals, birds, mails, produces and merchandise of all kinds and to exhibit advertisements, publicities and notices of all kinds and generally to carry on the business of common carriers by land, rails, water and air by any vehicle run by petrol, diesel, oil, electric, coal, vapour, gas, steam, atomic energy and any motive or mechanical power whatsoever.
2. (a) To carry on the business of financing or lending of money on hire purchase terms or on Terms of lease against automobile vehicles of all kinds, machinery, land and buildings, furniture and fittings, house hold appliances or articles and generally against industrial or commercial equipments of all kinds.

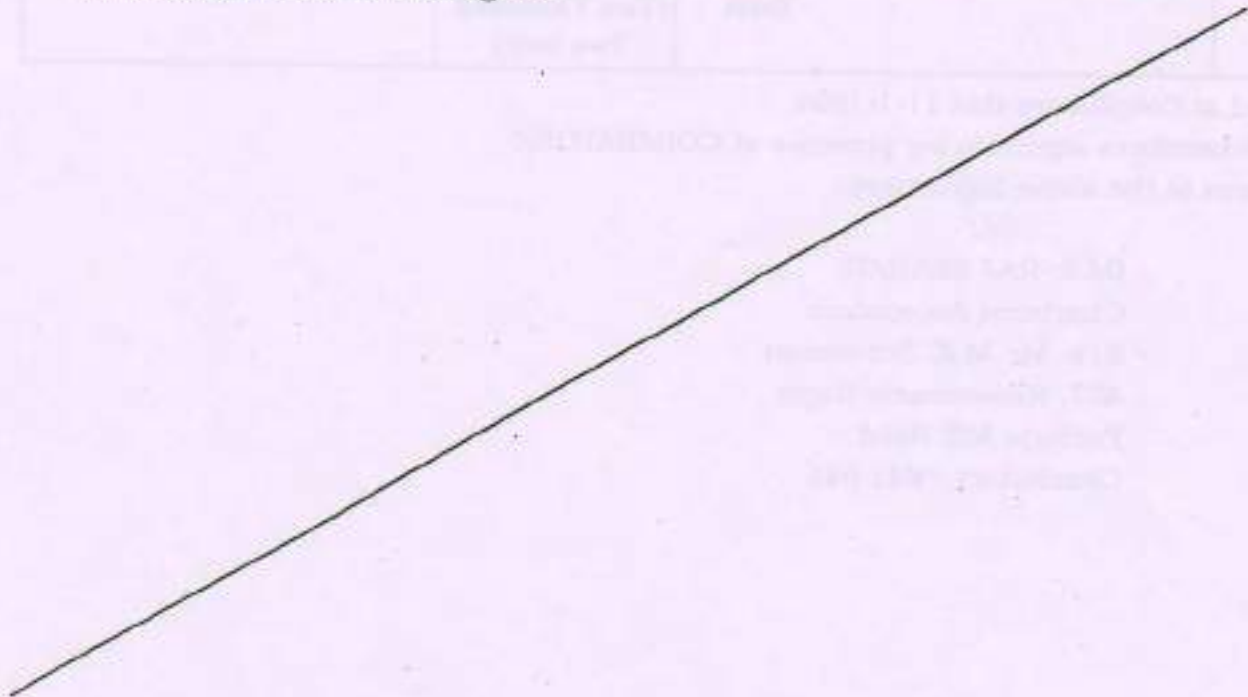
- (b) To carry on the business of financing or lending of money to such persons, firms or companies, Local bodies or Government, with or without security and on such terms as to rate of interest and repayment as may be deemed fit and generally finance industrial enterprises,
3. To carry on business as manufacturers and or dealers in all kinds of Automobiles such as Scooters, Motor-Cycles, Motor Cars, Trucks, Tractors, and Automobile Tyres, Tubes, Flaps, Tread-Rubber, Rubber Sheets, Automobile and Aviation Fuel, Oil, Lubricants, Spares, Accessories and Component Parts which are commonly used in automobiles of every description.
 4. To carry on the business of fabrication and operation of hand and power looms and the manufacture of all varieties of cloth therefrom.
 5. To carry on the business of manufacturers of and/or dealers in all kinds of chemicals, alkalis, lime, acids, alcohol, pesticides, insecticides, fungicides, weedicides and rodenticides.
 6. To carry on the business of fabricating, dealing in and operation of machinery needed for the production of all varieties of surgical cotton cloth, paper and cardboards.
 7. To buy, sell, let on hire, repair, alter and deal in component parts, accessories and fitting of all kinds for mechanical, chemical, metallurgical, electrical and electronic machinery, textile machinery, pipe fittings, equipment or plants and to manufacture, sell, supply and deal in the said equipment or fittings.
 8. To own, taken on lease or otherwise acquire agricultural lands, farm lands, buildings and equipments and thereby undertake cultivation of all kinds of agricultural crops, plantation crops and produces of all kinds.
 9. To construct, purchase, acquire, hire, hold, let, sell, dispose, or equip, improve, work, operate, use, develop, administer, manage, control and superintend any airways, railways, water ways, tramways, planes, engines, trucks, trolleys, wagons, carriages, vehicles, cars, lorries, boats, ships, launches, aerodromes, docks, harbours, piers, wharves, canals, wells, tanks, reservoirs, embankments, irrigations, plantations, reclamations, improvements, sewages, drainage, sanitary water, gas, electric light, telephonic, telegraphic, radio, wireless and power supply works, mines, quarries, collieries, kilns, hotels, canteens, restaurants, clubs, baths, laundries, places of worship, places of amusements, theatres, studios, cinemas, pleasure grounds, parks, markets, gardens, farms, dairies, libraries, clinics, dispensaries, hospitals, schools, laboratories, stores, shops, warehouses, godowns, houses, huts, chawls, cold storages, repositories, depositories, vaults, mills, factories, batteries, smithies, foundaries,

distilleries, refineries, breweries and other works, buildings, constructions, erections, plants fixtures, conveniences appliances and utilities whatsoever.

10. To acquire, by purchase or otherwise and to carry on the business of estate owners, cultivator, planters, growers and manufacturers of, sellers and dealers in all kinds of tea, coffee, cardamom, pepper, spices, rubber and guttapercha and gums of every description, coir, cocoa, rice, oil, copra coconuts, sugar, plantains, cinchona, grains, paddy, cereals, cotton, vegetables, agricultural and natural products and to manufacture, dispose of, buy, sell and deal in products of the same.
11. To carry on the business of printers and publishers in all its branches.
12. To act as consultants and advisers to any person, firm, association, concern, company or corporation on problems of management, finance, industry, trade and commerce.
13. To carry on the business of chit funds subject to such legislation, central or state for the time being in force, without conducting any prize chit or money circulation scheme in contravention of the prize chits and Money Circulation Schemes (Banking) Act, 1978.

IV. The liability of the members is limited.

V. The share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000/- (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, subject to be increased, decreased, consolidated, sub-divided or otherwise dealt with in accordance with the provisions of the Companies Act, 1956 and the statutory regulations for the time being in force in this regard.



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

Sl. No.	Name, Description, Address and Occupation of Subscribers	Number of Equity Shares taken by each Subscriber	Signature
1.	SHYAM LAL AGARWALA S/o. Sanwar Mal Agarwala 23-A, Ramalinga Nagar 4th Cross Road Coimbatore - 641 011 Business	1001 (One Thousand one only)	Sd/- SHYAM LAL AGARWALA
2.	MANOJ KUMAR JHAJHARIA S/o. Shyam Lal Agarwala 23-A, Ramalinga Nagar 4th Cross Road Coimbatore - 641 011 Business	1001 (One Thousand one only)	Sd/- MANOJ KUMAR JHAJHARIA
	Total	2002 (Two Thousand Two only)	

Dated at Coimbatore this 11-1-1994

All Subscribers signed in my presence at COIMBATORE

Witness to the above Signatures :

Sd/-

(M.S. RAJ SEKHAR)
Chartered Accountant
S/o. Mr. M.K. Srinivasan
457, Ramaswamy Nagar
Pankaja Mill Road
Coimbatore - 641 045

Articles of Association *
of
SALONA COTSPIN LIMITED

INTRODUCTION

1. The regulations contained in Table "A" in Schedule 1 to the Companies Act, 1956 shall apply to the Company except to the extent reproduced or otherwise modified hereunder.
2. 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. In these Articles, unless there be something in the subject or context inconsistent therewith or unless the context otherwise requires :
 - a) 'The Act' means the Companies Act, 1956 as amended from time to time.
 - b) 'The Articles', 'these presents' mean these Articles of Association as now framed or as altered from time to time.
 - c) 'Board' means the Board of Directors for the time being of the Company.
 - d) 'The Company' or 'This Company' means "SALONA COTSPIN LIMITED".

* New set of Articles of Association adopted at the Extra ordinary General Meeting of the company held on 27th October 1985.

- e) 'The Office' means the Registered Office for the time being of the Company.
- f) 'Register' means the Register of Members of the Company required to be maintained under section 150 of the Act.
- g) 'Members' or 'Shareholders' means the duly registered holders of the shares as entered in the Register of Members of the Company.
- h) 'Seal' means the common seal for the time being of the Company.
- i) 'In writing' or 'written' means and includes printing, typing, lithographing and other modes of reproducing words in a visible form.
- j) 'Year' and 'Month' means calendar year and calendar month respectively according to British Calendar.
- k) 'Rules' means rules as framed by the Board of Directors for the conduct of the Business of the Company under these Articles.
- l) Words importing the singular number include, where the context admits or requires, the plural number and vice versa.
- m) Words importing the masculine gender include the feminine gender; and
- n) Words importing persons shall where the context requires include corporate bodies and companies as well as individuals.

SHARE CAPITAL

3. The Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each subject to be increased, decreased, consolidated, sub-divided or otherwise dealt with in accordance with the provisions of the Companies Act, 1956, and the statutory regulations for the time being in force in this regard. These shares will carry such preferential, qualified or special rights, privileges as may be conferred on them from time to time by these regulations.

SHARES

4. The shares of the Company shall be under the control and discretion of the Board who may allot or otherwise dispose of the same or any of them to such person or persons (Whether a member of the Company or not) for such consideration, in such proportion and on such terms and conditions and at such time to times as the Board may, in their absolute discretion, think fit and such shares may be issued either at a premium or at par or discount as per the provisions of the Companies Act, 1956. In particular, the Board may issue and allot shares towards payment or adjustment made.
- i) For the properties or goods or machinery bought by the Company ; or
 - ii) For the discharge of loans or other liabilities of the Company ; or

- iii) For the services rendered to the Company; or
- iv) For amounts spent for the purposes of the Company or for the conduct of the Business of the Company.

Any such shares may be issued and allotted as fully paid up shares or partly paid-up shares and the shares thus issued and allotted shall be deemed to be fully paid-up shares or partly paid-up shares as the case may be, provided that option or right to call of shares shall not be given to any person or persons except with the sanction of the Company in General Meeting.

5. The Company shall have power to issue Preference Shares, liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the provisions of the Act, exercise such power in any manner they think fit and provide for the redemption of such shares on such terms including the right to redeem at a premium or otherwise as they think fit.
6. The Board, may subject to the provisions of the Act, at any time, pay a commission to any person in consideration of his subscribing or agreeing to subscribe, (Whether absolutely or conditionally) for any shares in or debentures of the Company or his procuring or agreeing to procure subscriptions, (whether absolute or conditional) for any shares in or debentures of the Company. The Company may pay such brokerage as may be lawful and reasonable.
7. An application signed by or on behalf of the applicant for shares in the company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles. Every person who thus or otherwise accepts any shares or whose name is on the Register, shall for the purpose of these Articles, be a member of the Company.
8. Shares may be registered in the name of any person, company, Registered Society or other body corporate. Not more than four persons shall be registered as joint holders of any share.
9. Where two or more persons are registered as joint-holders of any shares, they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the following provisions:
 - a) The person whose name stands first in the Register in respect of such shares shall alone be entitled to delivery of the certificate thereof as also dividend on such shares;
 - b) The joint-holders shall severally as well as jointly be liable for the payment of all instalments and calls due in respect of such shares;
 - c) In case of death of any one or more such joint-holders, the survivor(s) shall be the only person(s) recognised by the Company as having any title or interest in such share, but the Directors may require such evidence of death as they may deem fit

and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on the shares held by him jointly with any other person;

- d) All notices directed to be given to the members shall be given to whichever of such person is named first in the Register and notice so given shall be sufficient notice to all the joint holders of such shares.
10. Every shareholder or his executor, administrator or legal representative, having in his control or at his disposal assets of the deceased shareholder, shall pay to the Company the proportion of the capital which may for the time being remain unpaid thereon at such time and in such manner as the Board shall think fit.
11. Every person whose name is entered as a member in the Register of Members shall be entitled to receive within two months after allotment (or within such other period as the conditions of issue shall provide) and within one month after the application for the registration of transfer, a certificate under the common Seal of the Company specifying the share or shares held by him and the amount paid up thereon, provided, that in respect of share or shares held jointly by several persons, the Company shall not be bound to issue more than one share certificate and delivery of a certificate for a share to such person whose name stands first in the Register of Members, shall be sufficient delivery to all such holders. Share certificates shall be issued in marketable lots without payment of any fees. Where share certificates are issued for either more or less than marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.
12. If any certificate be worn out or defaced, then upon production thereof to the Company, the Company, in cancellation of the old certificate, shall issue a new certificate in lieu thereof. If any member requires the certificate pertaining to one or more than one share to be split into two or more certificates pertaining to one or more shares, the company may cancel the old certificate and issue new certificates. If any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given and on the payment or out of pocket expenses incurred by the Company in investigating evidence, a new certificate in lieu thereof shall be given to the registered holder of the shares to which such lost or destroyed certificate shall relate.
13. For every certificate issued under the last preceding clause, no fees shall be charged for issue of new certificates or on replacement of those which are old, decrepit or worn out or cut or where the cages on the reverse for recording transfers have been fully utilised.
14. Every endorsement on the certificate incorporating transfer of shares mentioned therein shall bear the signature of a Director or such other person as shall from time to time be authorised by the Directors for the purpose.

CALLS ON SHARES

15. 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 they think fit upon the members in respect of all monies unpaid on the shares held by them respectively (whether on account of nominal value of the shares or by way of premium). Each member shall, subject to receiving at least thirty days notice, pay the amount of every call so made on him at the time and place appointed by the Board. A call may be made payable by instalments and shall be deemed to have been made when the resolution of the Board authorising such call was passed. A call may be revoked or postponed at the discretion of the Board.
16. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the holder for the time being in respect of the share for which the call shall have been made or the instalment shall be due, shall pay interest for the same at such rate as may, from time to time, be fixed by the Board from the day appointed for the payment thereof to the time of actual payment. The Board shall be at liberty to waive payment of any such interest either wholly or in part.
17. Any sum, which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18. The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the amount remaining unpaid on any shares held by him and upon the money so paid in advance or so much thereof as exceeds the amount of the calls then made upon the share in respect of which such advance has been made, the Company may pay interest at such rate as may be fixed by the Board. Money so paid in excess of the amount of calls shall not rank for dividends or confer a right to participate in profits or for the purpose of voting. The Board may at any time repay the amount so advanced upon giving to such member not less than fifteen days' notice in writing.
19. On the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered appears entered on the Register of Members of the Company as the holder of one or more shares at or subsequent to the date on which the money sought to be recovered is alleged to have become due; that the resolution making the call is duly recorded in the Minutes Book of the Board and that notice of such calls was duly given to the member or his representatives in pursuance of these Articles.

20. The Money, if any, which the Board shall, on allotment of any shares being made by it, require or direct to be paid by way of deposit, premium, call or otherwise in respect of any shares allotted by it shall immediately on the inscription of the name of the allottee in the Register of Members become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him accordingly.
21. Save as herein otherwise expressly provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not be bound, except as ordered by a Court of competent jurisdiction or as by statute required, to recognise any trusts whatsoever or any mortgage or charge thereon or any contingent, equitable, future, partial or any other claim to or interest in such share on the part of any person other than the registered holder, his executor or administrators or other legal representatives and other than such rights upon transmission as hereinafter provided.

FORFEITURE OF SHARES

22. If any member falls to pay any call or instalment of a call on or before the day appointed for the payment of the same, the Board may, at any time thereafter during such time as the call or instalment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
23. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made or instalment is payable will be liable to be forfeited.
24. If the requirements of any such notice as aforesaid are not complied with any share in respect of which such notice has been given may, at any time thereafter, before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
25. When any share have been so forfeited, notice of the resolution 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, but no forfeiture shall be in any manner invalidated by any omission to give such notice or to make such entry as aforesaid.
26. Any share so forfeited shall be deemed to be property of the Company, and the Board may sell, reallocate or otherwise dispose of the same on such terms and in such manner as they think fit.
27. The Board may, at any time, before any share so forfeited shall have been sold, reallocated or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks

fit or they may assign a smaller number of shares in respect of the paid up value of forfeited shares.

28. A person whose shares have been forfeited shall cease to be member in respect of the forfeited shares but shall nevertheless remain liable to pay and shall forthwith pay to the Company all monies which at the time of forfeiture were presently payable by him to the Company in respect of the shares together with interest at such rates as may be decided upon by the Board, whether such claim be barred by limitation on the date of the forfeiture or not but his liability shall cease if and when the Company received payment in full of all monies due in respect of such shares. The Board may, if they shall think fit, remit the payment of such interest or any part thereof.
29. The forfeiture of a share shall involve the extinction of all interest in and all claims and demands against the Company in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
30. Upon any sale after forfeiture or surrender or for enforcing a lien purported to have been exercised by virtue of the powers given, the Board may cause the purchaser's name to be entered in the Register of Members in respect of the shares sold. A duly verified declaration in writing that the declarant is a Director, Secretary or Manager 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 shares and 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 any such share is sold shall be registered as the holder of such share and shall not be bound to see to the application of the purchase money, nor shall his title to such share be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.
31. The provision of these Articles as to forfeiture shall apply in the case of non payment of any sum which by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of a share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

LIEN

32. The Company shall have a 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 moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Directors may at any time declare any shares wholly or in part to be

exempt from the provisions of this clause. Lien shall not be exercised against any outstanding of the member, except against the moneys presently payable and due on shares.

33. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit. But no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or other legal representatives, as the case may be, and default shall have been made by him or them in the payment of the sum payable as aforesaid for seven days after the date of such notice.
34. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as aforesaid, the certificate in respect of shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in lieu thereof to the purchaser or purchasers concerned.
35. The net proceeds of the sale shall be received by the Company and after payment of the cost of such sale shall 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 be paid to such member, his executors or administrators or assigns or other legal representatives as the case may be.

TRANSFER OF SHARES

36. a) Shares in the company may be transferred by an instrument in writing in Form No. 7-B set forth in Annexure-A to the Companies (Central Government's) General Rules and Forms, 1956, or in such other form as the Act may from time to time prescribe. The instrument of transfer shall be duly stamped.
- b) Every instrument of transfer shall, before it is signed by or on behalf the transferor and before any entry is made therein, be presented to the Register or such other authority as the Central Government may, from time to time, appoint in that behalf for being stamped or otherwise endorsed thereon the date on which it is so presented.
- c) Every instrument of transfer in the prescribed form with the date of such presentation stamped, or otherwise endorsed thereon shall, after it is duly stamped, and executed by or on behalf of the transferor and the transferee and completed in all respects, be delivered to the Company, within such time from the date of such presentation as may be prescribed by the Act or within such extended period as may be granted by the Central Government under sub section 1 (d) of Section 108 of the Act. Before the registration of a transfer the certificate or certificates of the shares must be delivered to the Company.
- d) If in the Company's opinion the Transfer deed and the share Certificate lodged with the Company are correct in all respects, the Company will enter the name of

the transferee in the Register of members and endorse his name on the Share Certificate and send him the certificate within 30 days of lodgement.

37. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.
38. Subject to the provisions of Section 111 of the Act, the Board may at its own absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer of shares, whether fully paid or not (notwithstanding that the proposed transferee is already a Member) but in such cases it shall, within fifteen days from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer, provided that the registration of a transfer shall not be refused on the ground that the transferor being either alone or jointly with any other person or persons is indebted to the Company on any account whatsoever except where the Board has exercised the power of lien vested in it under these Articles in respect of the Shares proposed to be transferred.
39.
 - a) An application for the registration of transfer of the shares in the company may be made either by the transferor or the transferee.
 - b) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
 - c) For the purpose of sub clause (b) above, notice to the transferee shall be deemed to have been duly given if it is despatched by pre paid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
40. No transfer shall be made to an insolvent or a person of unsound mind or a partnership in the name of the firm. In the case of partly paid shares no transfer shall be made in the name of a minor.
41. In no case, shall the Board be bound to inquire into the validity, legal effect or genuineness of any instrument of transfer produced by a person claiming transfer of any share in accordance with these Articles and whether they abstain from so inquiring or do so inquire or are misled, the transferor shall have no claim whatsoever upon the Company in respect of the share except for the dividends previously declared in respect thereof and not paid but his claim if any, shall be against the transferee only.
42. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

43. No fees shall be charged for registration of transfers or for effecting transmission or for registering any letters of probate, letters of administration and similar other documents. When a shareholder changes his name or who being a female, marries, may give notice to the Company of the change of name or of the marriage so that the same may be registered with the Company.
44. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice, or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right title or interest or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company, but the company shall, nevertheless, be at liberty to regard and attend to any such notice, and give effect thereto if the Directors shall so think fit.

TRANSMISSION OF SHARES

45. a) On the death of a member, the survivor or survivors where the member was a joint-holder, and his legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares.
- b) Nothing in clause (a) shall release the estate of a deceased joint-holder from any liability in respect of any shares which had been jointly held by him with other persons.
46. The executors or administrators of a deceased member, (not being a joint holder) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member and the Company shall not be bound to recognise such executors or administrators, unless they have first obtained probate or letters of administration, as the case may be, from a competent court in India, provided that in any case where the Directors, in their absolute discretion think fit, they may dispense with the production of probate or letters of administration.
47. 1. Any person becoming entitled to a share in consequence of the death or lunacy or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either -
- a) to be registered himself as holder of the share, or
 - b) to make such transfer of the share as the deceased or insolvent or lunatic member could have made.

2. The Board shall, in either case, have the same right to decline or suspend registration, as it would have had if the deceased or lunatic or insolvent member had transferred the share before his death, lunacy or insolvency.
48. a) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of the share.
- c) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death, lunacy or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.
- d) A person so becoming entitled on transmission to a share by reason of the death, lunacy or insolvency of the holder shall subject to the provisions of these Articles and of section 206 of the Act, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.
49. All the provisions herein contained as to the transfer and transmission of shares shall apply mutatis mutandis to the transfer and transmission of the debentures of the Company.

GENERAL AUTHORITY

50. Wherever it has been provided in the Act that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles, then and in all such cases this regulation confers on the Company all such right, privilege or authority and the power to carry out such transaction, as if such right, privilege, authority or power has been conferred on the company by specific regulation in that behalf herein provided. Without prejudice to the generality of the foregoing and as illustration of such rights, privileges and authorities which the Company shall have, the following are set out with the appropriate sections of the Companies Act, 1956 :

- Section 76 : to pay commission on issue of shares/debentures
- Section 80 : to issue Redeemable Preference Shares.
- Section 92 : to accept unpaid share capital although not called up.
- Section 93 : to pay dividend in proportion to amount paid up.
- Section 94 : to alter the share capital of the Company.

Section 100 : to reduce the Capital of the Company.

Section 106 : to alter the rights of holder of special classes of shares.

ALTERATION OF CAPITAL

51. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
52. The Company may, by ordinary resolution -
- a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - b) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum, subject, nevertheless, to the provisions of clause (d) of sub-section (1) of section 94 of the Act.
 - 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.
53. The Company may, by special resolution reduce its share capital, any capital redemption reserve account, or any share premium account, in any manner and with and subject to, any incident authorised and consent required by law.

GENERAL MEETINGS

- ~~54. All general meeting other than Annual General Meetings shall be called Extra-ordinary General Meetings.~~
- ~~55. The Board may, whenever it thinks fit, call an Annual General Meeting/Extra-ordinary General Meeting to be held on such day, time and place as may be considered convenient by the Board. If at any time they are not within India, Directors capable of acting who are sufficient in number to form a quorum (for Board Meetings), any Director or any five members of the company holding equity shares may call an Annual General Meeting/Extra Ordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.~~
56. The Board may, whenever it thinks fit and necessary, postpone an Annual General Meeting or Extra-ordinary General Meeting that had been convened by the Board or by the members or cancel such meetings and reconvene such meeting before such meeting is held or is due to be held. This provision shall not however apply to an Extra-ordinary General Meeting called by the Members on requisition.

PROCEEDINGS AT GENERAL MEETINGS

57. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Same as herein otherwise provided, five members present in person shall constitute the quorum for General Meetings.
58. The Chairman, if any, of the Board shall preside as Chairman at every General Meeting. If there is no such Chairman or if at any meeting he is not present within thirty minutes after the time appointed for holding the meeting or is unwilling to act, as Chairman of the Meeting, the Managing Director shall be entitled to take the Chair. In his absence or in case he is unwilling to act, the Directors present shall choose another Director as Chairman of the meeting and if no Director is present, or if all the Directors present decline to take the Chair, then the members present shall on a show of hands or on a poll properly demanded, elect one of their number, being a member entitled to vote, to be Chairman of the meeting.
59. The chairman may adjourn any meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
60. When a meeting is adjourned, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting, except when the meeting is adjourned sine die.
61. In the case of an equality of votes, both on a show of hands and on a poll, the Chairman of the meeting shall be entitled to a second or casting vote in addition to the vote(s) to which he may be entitled as a member.
62. The demand for a poll other than for election of Chairman of the meeting or for the adjournment of the meeting shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

63. Subject to any rights or restrictions for the time being attached to any class or classes of shares :
 - a) On a show of hands, every member present in person shall have one vote, and
 - b) On a poll, voting rights of members shall be as laid down in section 87 of the Act.
64. In the case of joint-holders, the vote of the senior who tenders a vote in person, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names appear in the Register of Members.

65. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
66. A member shall be entitled to vote at any General Meeting if the call money or other sums due have not been paid by him before the last date fixed by the Board, for their payment.
67. No objection shall be raised to the validity of any vote whether given personally or by proxy or by attorney except at the meeting or adjourned meeting or poll at which the vote objected to is given or tendered and every vote whether given personally or by proxy or by attorney to which no objection has been raised at the meeting or poll at which such vote is tendered shall be deemed to be valid for all purposes whatsoever of such meeting or poll. Any objection made in due time shall be referred to the Chairman of the meeting whose determination regarding the admission or rejection of the vote, made in good faith, shall be final and conclusive.

PROXY

68. An instrument appointing a proxy shall be in either of the forms in Schedule IX to the Act or a form as near thereto as circumstances admit and shall be signed by the member. Where shares are held in joint names, all the joint shareholders shall sign the proxy form:
69. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office not less than forty-eight hours before the time for holding the meeting at which the person named in such instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No member shall be entitled to lodge a proxy for an adjourned meeting. No proxy shall be used at an adjourned meeting which could not have been used at the original meeting.
70. If more than one instrument of proxy from the same member to vote at the same time be deposited with the Company that instrument of proxy bearing the latest date, shall alone be accepted; if all the instruments bear the same date, then that one of them registered in the books of the company as having been last deposited with the Company shall alone be accepted.
71. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of shares in respect of which the proxy is given :

Provided that no intimation in writing of such death, insanity, revocation or transfer of the shares shall have been received by the Company at its office at least twenty four hours before the time appointed for meeting. Provided further that the Chairman of

the meeting shall be entitled to require such evidence as he may, in his discretion, thinks fit, of the due execution of an instrument of the proxy and that the same has not been revoked.

DIRECTORS

72. The minimum and maximum number of Directors shall be three and twelve respectively.

The first Directors of the company are :

1. SHYAMLAL AGARWALA
2. MANOJKUMAR JHAJHARIA

73. NOMINEE DIRECTOR : Notwithstanding anything to the contrary contained in these Articles, so long as any money remain owing by the Company to the Industrial Development Bank of India (IDBI), Industrial Finance Corporation of India (IFCI), The Industrial Credit and Investment Corporation of India Limited (ICICI), The Industrial Reconstruction Corporation of India Ltd., (IRCI), Life Insurance Corporation of India (LIC), Unit Trust of India (UTI), General Insurance Corporation of India (GIC), National Insurance Company Limited (NIC), The Oriental Fire and General Insurance Company Limited (OFGI), The New India Assurance Limited (NIA), United India Insurance Company Limited (UI) or, a State Financial Corporation or any Financial Institution owned or controlled by the Central Government or a State Government or the Reserve Bank of India or by two or more of them or by Central Government or by State Government by themselves (each of the above is hereinafter in this Article referred to as "the Corporation") out of any loans/debenture assistance granted by them to the Company or as long as the Corporation holds or continue to hold debentures/shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have the right to appoint from time to time, any person or persons as a Director or Directors, whole-time or non whole-time, (which Director or Directors, is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.

The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation such nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation

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

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the Meetings of the Committee of which the Nominee Director/s is/are member/s, as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director/s sitting fees, and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, moneys and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment of Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation the sitting fees, in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

Provided also that in the event of the Nominee Director/s being appointed as whole-time Director/s, such Nominee Director/s shall exercise such powers and duties as may be approved by the Corporation and have such rights as are usually exercised or available to a Whole-time Director in the management of the affairs of the Company. Such Whole-time Director/s shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the Corporation.

ADDITIONAL DIRECTORS

74. The Board shall have power at any time and from time to time to appoint any person as an additional Director provided that the number of Directors shall not any time exceed the maximum number fixed by these Articles : The additional Director so appointed shall hold office upto the date of the next Annual General Meeting of the Company.
75. The Board may subject to the provisions of Section 262 of the Act fill any casual vacancy arising in the Board.

ALTERNATE DIRECTORS

76. The Board may in accordance with and subject to provisions of Section 313 of the Act, appoint any person to act as an 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 Board are ordinarily held.

77. Directors desirous of resigning their office shall submit the resignation in writing. The resignation will be effective from the date on which it is received by the Company at its office.
78. No share qualification is required for any person for being appointed as a Director of the Company.

PROCEEDINGS OF DIRECTORS

79. The Board may elect a Chairman for its meetings and determine the period for which he is to hold office.
80. Subject to the provisions of Section 285 of the Act, the Directors may meet together for the despatch of business and may adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the purpose of the business. Until otherwise determined and subject to Section 287 of the Act, two Directors personally present or one third of the total strength, whichever is greater, shall be the quorum.
81. Subject to the provisions of the Act, the Chairman or the Managing Director may and the Secretary at the direction of the Chairman or the Managing Director, shall at any time convene a meeting of the Board.
82. Subject to the provisions of sections 316, 372(5) and 386(2) of the Act, the questions arising at any meetings of the Directors shall be decided by a majority of votes, and in the case of equality of votes, the Chairman shall have a second or casting vote.
83. The meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under these Articles or the Act for the time being vested in or exercisable by the Board.
84. If the quorum is not present within 15 minutes from the time appointed for holding a meeting of the Board, it shall stand adjourned till the same day in the next week at the same time and place. If that day happens to be a public holiday, the meeting shall stand adjourned to the day next to the public holiday. If at the adjourned meeting also there is no quorum, fresh notice has to be given convening another meeting of the Board.
85. If at any meeting of the Board, the Chairman is not present within fifteen minutes from the time appointed for holding the meeting or in case he is unwilling to preside or where no Chairman has been elected in terms of Article 79 the Managing Director shall occupy the chair and in the absence of the Managing Director or in case he is unwilling, the Directors present may choose one among them to be the Chairman of the meeting.

86. The Chairman or the Managing Director shall have the power to invite any person or persons not being the member(s) of the Board to attend the meeting of the Board, but such invitee or invitees shall not be entitled to vote at any time.
87. The items in the agenda of the notice should have the prior approval of the Chairman and in the absence of the Chairman from India, of the Managing Director before the notice is circulated to the members of the Board.
88. The Board may, subject to the provisions of Section 292 of the Act, from time to time and at any time delegate any of its powers to a committee consisting of such Director or Directors as it thinks fit, and may, from time to time revoke such delegation. Any Committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may, from time to time, be imposed upon it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment, shall have the like force and effect as if done by the Board.
89. The meeting and proceedings of any such Committee shall be governed by the provisions herein contained for regulating the meeting and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by Board.
90. Save in those cases where a resolution is required by Section 262, 292, 297, 316, 372(5) and 386(2) of the Act, to be passed at a meeting of the Board, a resolution shall be valid and effectual as if it has been passed at a meeting of the Board or Committee of the Board, as the case may be, duly called and constituted, if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee of the Board, as the case may be, 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 of the Committee at their usual address in India and has been approved by such of them as are then in India or by a majority of them as are entitled to vote on the resolution.
91. Subject to the provisions of the Act, no Director of the Company shall be disqualified ~~by his office from holding any office or place of profit under the Company or under any~~ Company in which this Company shall be a share holder or otherwise interested or from contracting with the Company either as Vendor, purchaser or otherwise nor shall ~~any such contracts, or any contract or arrangement entered into by, or on behalf of the~~ Company in which any Director shall be in any way interested, be avoided, nor shall any Director be liable to account to the Company, for any profit arising from any such office or place of profit or realised from any such contracts, arrangements by reason only of such Director holding that office or of the fiduciary relations thereby established.

MINUTES

92. The Directors shall cause minutes to be duly entered in the Books provided for the purposes :

- a) Of all appointments of Officers;
- b) Of the names of the Directors present at each meeting of the Directors and of any Committee of Directors;
- c) Of all orders made and resolutions required to be passed by the Directors and Committees of Directors; and
- d) Of all resolutions and proceedings of General Meetings of the Company or of any Class of Share holders and of the Meetings of the Directors and Committees; and any Meetings of the Directors, or of any Committee, or of the Company, if purporting to be signed by the Chairman of the next succeeding meeting shall be received as prima facie evidence of the matter stated in such minutes.

Provided that the Chairman of the meeting may exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person, irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

93. The minutes Book of General Meetings of the Company shall be kept at the office and shall be open for inspection by members during the hours of 2.00 P.M. to 4.00 P.M. on such business days as the Act requires it to be open for inspection.

POWERS OF DIRECTORS

94. Subject to the provisions of the Act, the 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 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 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 the Company or in these Articles or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting by special resolution but no regulations made by the company in General Meetings shall invalidate any prior act of the Board which would have valid if that regulation had not been made.
95. Any branch or kind of business, which by the Memorandum of Association of the Company or these Articles is expressly or by implication authorised to be undertaken by the Company may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be kept in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.
96. Subject to the provisions of the Act, the Board may, from time to time, as it may think fit, delegate to the Managing Director all or any of the powers hereby conferred upon

the Board, other than the powers to make calls on members in respect of money unpaid on their shares and to issue debentures.

97. The Board may subject to the provisions of the act make such arrangements as it may think fit for the management of the Company's affairs abroad and for this purpose appoint local boards, attorneys, agents and fix their remuneration and delegate to them such powers as the Board may deem requisite or expedient. The Company may exercise all the powers of Section 50 of the Act and official seal shall be affixed only by the authority of the Board and shall be signed by atleast two Directors or by a Director and other persons appointed by the Board for this purpose from time to time. The Board may also exercise the powers of Sections 157 and 158 of the Act with reference to the keeping of Foreign Register.
98. The Board may appoint, at any time and from time to time, by a power of attorney under the Company's seal any person to be the attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board, or by the Act or these Articles and for such period and subject to such conditions as the Board may, from time to time, think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney, as the Board may think fit.
99. The continuing Directors may act notwithstanding any vacancy in the Board; but if and so long as their number falls below the quorum fixed by these Articles for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company but for no other purpose.
100. a) The Board may, subject to this Article and with the sanction of the Company in General Meeting from time to time, at its discretion, raise or borrow or secure payment of any sum or sums of money for the purpose of the Company, by the issue of debentures, convertible or otherwise and to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital, or otherwise and to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale except on uncalled capital and other powers as may be deemed expedient, and to purchase, redeem or pay off such securities;
- b) Any such debentures, 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 and attending General Meeting of the Company, appointment of Directors or otherwise.
- c) Debentures, bonds or other securities with a right to allotment of or conversion into shares shall not be issued except with the sanction of the company in General Meeting.

APPOINTMENT OF MANAGING DIRECTORS

101. The Board may at any time appoint, subject to approval of Central Government where necessary, one or more of its body as Managing Director(s) for the Company for any period and on such terms and conditions as to their powers and duties as the Board may determine. The Board may also designate them as Joint Managing Director or by any other Designation.

POWER OF MANAGING DIRECTORS

102. a) Subject to the superintendence, control and directions of the Board, the Managing Director shall manage the whole of the business of the Company and all its affairs, shall exercise all powers, control its finances, appoint and manage employees of all grades, and perform all duties generally in relation to the management of affairs and transactions of the Company, as may be proper or expedient and in particular, exercise the powers conferred on the Board, except those which can only be exercised by the Board or the Company in General Meeting, and the Managing Director shall always act for and on behalf of the Company in the Management of its affairs.
- b) A Managing Director holding office is not subject to retirement by rotation.
- c) In the event of there being more than one Managing Director at any time holding office, whether designated as Managing Director or Joint Managing Director, or otherwise, then, unless otherwise provided by the terms of their appointment or unless otherwise directed by the Board all the powers vested in the Managing Director(s) by or under these presents shall be exercisable by either of them severally. They shall be deemed to hold their office under separate contracts of service and notwithstanding the termination of the office of any of the Managing Director(s) the other Managing Director(s) shall be entitled to act and exercise all the powers conferred under these presents on the Managing Director(s).

WHOLE-TIME DIRECTOR(S)

103. Subject to the sanction of the Government of India, wherever required, the Board may appoint one or more of their body as Whole-Time Director(s) under the designation of Technical Director, Executive Director, Administrative Director or under such other designation as the Board deems fit. The Whole-Time Director(s) shall perform duties under the control, supervision and directions of the Board and Managing Director(s) and exercise powers delegated by the Board or Managing Director under conditions and restrictions imposed by the Board or Managing Director. Such Whole-Time Director(s) shall not be liable for retirement by rotation for the period decided by the Company in General Meeting.

REMUNERATION OF DIRECTORS

104. a) Every Director shall be entitled to receive out of the funds of the Company by way of sitting fees, such sum of rupees as may be fixed by the Board subject to the

ceiling prescribed by the Central Government from time to time as maximum permissible under the first proviso to Section 310 of the Companies Act, 1956 for every meeting of Board or any Committee thereof attended by him. Any Director or all Directors is/are entitled to renounce his/their right to receive the sitting fees. The Directors shall be entitled to be paid their reasonable travelling, hotel and other out of pocket expenses incurred in connection with their attending the Board and Committee meetings or otherwise incurred in the execution of their duties as Directors.

- b) Any Director who attends any Board or Committee meeting shall be entitled to receive sitting fees and travelling expenses for the same notwithstanding that the same meeting was adjourned. Any Director who attends an adjourned Board/Committee meeting shall be entitled to receive sitting fees and travelling expenses for the adjourned meeting also, notwithstanding that he has received the sitting fees and travelling expenses for the original meeting which was adjourned.

105. If any Director, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from head-quarters for any of the purposes of the Company or in giving special attention to the business of the Company or as member of a Committee of the Board, then subject to Section 198, 309 and 310 of the Act, the Board may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise.

106. The Managing Director(s)/Whole-time Director(s) shall be paid such remuneration as the Company in General Meeting shall determine and subject to Schedule XIII of the Companies Act 1956 or any statutory rules / regulations which the Central Government may impose from time to time.

~~107. The Chairman and any other director of the Company may be paid an annual remuneration of such percentage of the net profits of the Company computed in accordance with the provisions of the Companies Act 1956, subject to the approval of the Company in General Meeting.~~

~~108. Where there is no Managing Director/Whole-time Director, the Directors, may be paid such remuneration as may be decided by the Board, subject to the limits prescribed in Section 309 of the Act.~~

MANAGER OR SECRETARY

109. Subject to the provisions of the Act, a Manager or Secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Manager or Secretary so appointed may be removed by the Board.

AUTHENTICATION OF DOCUMENTS

110. A document purporting to be a copy of resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Board.

SEAL

111. The Board shall provide for the safe custody of the common seal and the seal shall never be used except by the authority previously given by the Board or a committee of the Board authorised by the Board in that behalf; any two Directors as the Board may appoint shall sign every instrument to which the seal is affixed, provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same.

DIVIDENDS

112. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
113. The Board may, from time to time, pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
114. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
115. On the declaration of dividend by the General Meetings it shall be paid to the shareholders in proportion to the amount paid up or credited as paid up on each share, and the period for which the amount was held as capital in the Company.
116. A transfer of shares shall not pass the rights to any dividend declared thereon before the registration of the transfer by the Company.

117. a) Unless otherwise directed, any dividend may be paid up cheque or warrant or by a pay slip or receipt having the force of cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders to that one of them first named in the Register in respect of joint-holding. Every such cheque or warrant shall be made payable to the person to whom it is sent. ~~The Company shall not be responsible for the loss of any cheque, dividend warrant or pay slip or receipt sent by post in respect of dividends to the registered address or addresses 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 fraudulent encashment thereof by any other means.~~
- b) No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with the provisions of Section 205-A of the Act, in respect of any unclaimed or unpaid dividend.

ACCOUNTS

118. 1. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts

and books of the Company, or any of them, shall be open to the inspection of members not being directors.

2. No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

119. Every balance sheet and profit and loss account of the Company when admitted and adopted by the Company in General Meetings shall be conclusive. If any error is discovered therein after the adoption thereof, such error shall be corrected in the accounts of the Company for the subsequent years.

CAPITALISATION OF PROFITS & RESERVES

120. 1. The Company in General Meeting may, upon the recommendation of the Board, resolve

- a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Profit and Loss Account, or otherwise available for distribution; and
- b) that such sum be accordingly set free for distribution in the manner specified in clause(2) amongst the members, who would have been entitled thereto, if distributed by way of dividend and in the same proportion.

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.

~~a) paying up any amounts for the time being unpaid on any shares held by such members respectively;~~

~~b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).~~

3. For the purpose of this Article a share premium account and a capital redemption ~~reserve fund~~ may be applied only in paying up unissued shares to be issued to the 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;

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

- a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully shares and

- b) generally do all acts and things required to give effect thereto.
2. The Board shall have full power :
- a) to make such provision by the issue of fractional certificates or by payment in cash by realising such fractional certificates 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 all 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 be 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.
- B) If the Company shall have redeemed any redeemable preference shares all or any part of any Capital Redemption Fund arising from the redemption of such shares may by resolution of the Company be applied in paying up in full or in part any new shares or any shares then remaining unissued to be issued to such members of the Company or other persons as the Directors may resolve upto an amount equal to the nominal amount of the shares so issued.

SERVICE OF NOTICE AND DOCUMENTS

121. 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 share which previous to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.
122. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding such member be then deceased and whether or not the Company has notice of death, be deemed to have been duly served in respect of any registered share, whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint-holders thereof and such service shall for all purposes of these Articles be deemed a sufficient service of the notice of documents of his heirs, executors or administrators and all persons, if any, jointly interested with him in any such share.

SECRECY

123. Every Director, Secretary, Manager, Auditor, Trustee for the Company, its members or debenture holders, member of a Committee, Officer, Servant, Agent, Accountant or

other person employed in or about 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 transactions of the Company with its customers and the state of accounts with individuals and in matters 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 General Meeting or by a Court of law and except so far as may be necessary in order to comply with any of the provisions contained in these Articles.

124. No Shareholder or other person, not being a Director, shall be entitled to enter into or upon the premises or the property of the Company, or to inspect the Company's premises or properties or the books or the accounts of the Company except to the extent allowed by the Act and subject to such reasonable restrictions as the Company in General Meeting or the Board may impose in this behalf from time to time, without the permission of the Board or of the Managing Director for the time being, or require the 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 the 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 Board/Chairman or of the Managing Director will be inexpedient, in the interest of the members of the Company, to communicate.

WINDING UP

125. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively and if in a winding up the assets available for distribution among the member shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up or which ought to have been paid up on the shares held by them respectively at the commencement of the winding up.
126. If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a special resolution, divide among the contributories, in specie or kind any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees for the benefit of the Contributories, or any of them, as the liquidator, with the like sanction, shall think fit.

INDEMNITY

127. Every Director, 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 as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Secretary, Officer, Employee 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.

Sl. No.	Name, Description, Address and Occupation of Subscribers	Signature
1.	SHYAM LAL AGARWALA S/o. Sanwar Mal Agarwala 23-A, Ramalinga Nagar 4th Cross Road Coimbatore - 641 011 Business	Sd/- SHYAM LAL AGARWALA
2.	MANOJ KUMAR JHAJHARIA S/o. Shyam Lal Agarwala 23-A, Ramalinga Nagar 4th Cross Road Coimbatore - 641 011 Business	Sd/- MANOJ KUMAR JHAJHARIA

Dated at Coimbatore this 11-1-1994
 All Subscribers signed in my presence at COIMBATORE
 Witness to the above Signatures :

Sd/-
 (M.S. RAJ SEKHAR)
 Chartered Accountant
 S/o. Mr. M.K. Srinivasan
 457, Ramaswamy Nagar
 Pankaja Mill Road
 Coimbatore - 641 045