

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
MPS INFOTECNICS LIMITED

COMPENT NO. U30007DL2004PLC131190

(SECTION 10(3) OF COMPANIES ACT, 1956)

M/s. Vishesh Infotecnics Limited

having by special resolution altered the provisions of its memorandum of Association with respect to place of the registered Office by changing it from the State of _____

Karnataka to the NCT of DELHI and

such alteration having been confirmed by an order of CA B

Eastern Region Bench vide C.P.No. 796/17/ERR/2004

bearing the date 9th December 2004.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at NEW DELHI this Thirteenth day of December

Two Thousand Four.

(V.P. Katkar)
Asstt. REGISTRAR OF COMPANIES,
NCT OF DELHI & HARYANA.





Co. No...08/9795.....

[कम्पनी अधिनियम, 1956 की द्वारा 18 (3)]

[Section 18 (3) of Companies Act, 1956]

एक राज्य से दूसरे राज्य में रजिस्ट्रीकृत कार्यालय के अन्तरण की पुष्टि करने वाले

नेशनल कम्पनी लॉ बोर्ड

कम्पनी लॉ ट्रिब्युनल

के पंजीकरण का प्रमाण पत्र

CERTIFICATE OF REGISTRATION OF THE ORDER OF
COMPANY LAW BOARD

~~NATIONAL COMPANY LAW TRIBUNAL~~

CONFIRMING TRANSFER OF THE
REGISTERED OFFICE FROM ONE STATE TO ANOTHER

ने विशेष संकल्प

द्वारा रजिस्ट्रीकृत कार्यालय का

राज्य से

राज्य में अन्तरण करके स्थान की बाबत संगम - ज्ञापन के आदेश उपबन्धों में परिवर्तन कर दिया है और ऐसे परिवर्तन को

तारीख

के आदेश द्वारा पुष्टि कर दी गई है।

The VISESH INFOTECNICS LIMITED

having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the registered office by changing it from the state of Karnataka to state of NCT of Delhi

and such alteration having been confirmed by an order of Company Law Board, Southern Region Bench, Chennai bearing date the 9.12.2004

मैं एतद्वारा प्रमाणित करता हूँ कि उक्त आदेश की प्रमाणित प्रति इस दिन पंजीकृत कर गई है।

I hereby certify that a certified copy of the said order has this day been registered.

मेरे हस्ताक्षर से यह तारीख को दिया गया।

Given under my hand at BANGALORE this THIRTIETH

day of DECEMBER two thousand and FOUR.

जे.एस.सी. - 6
J.S.C.-6



B.A.M.P. Rathnasami
(B.A.M.P. RATHNASAMI)

कम्पनीयों का रजिस्ट्रार
कर्नाटक, बेंगलूर

Deputy Registrar of Companies
Karnataka, Bangalore



CO. NO. 08/9795

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

कम्पनियों के रजिस्ट्रार के कार्यालय में... (कम्पनी अधिनियम 1956 (1956 का 1) के अधीन)

In the Office of the Registrar of Companies, Karnataka, Bangalore. (Under the Companies Act, 1956 (1 to 1956))

के विषय में

In the Matter of VISESH INFOSYSTEMS LIMITED

मैं एतद्वारा प्रमाणित करता हूँ कि... परिसीमित जिसका निगमन मूलतः 20... के... दिन इस... अधिनियम के अधीन और... परिसीमित नाम द्वारा किया गया कम्पनी अधिनियम 1956 की धारा 21/22(1) (क) /22(1) (ख) के नियमों के अनुसार आवश्यक संकल्प पारित कर चुकी है और इसकी यावत केन्द्रीय सरकार की लिखित अनुमति कम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।

I hereby certify that VISESH INFOSYSTEMS LIMITED... Limited,

which was originally incorporated on... Twentieth... day of Jan., 1989.../2001... under the Companies Act, 1956 and under the name VISESH TECHNOLOGIES LIMITED... Limited having duly Passed the necessary resolution in terms of section 21/22(1)(a) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

ये तब निदेश के तारीख... 20... के पत्र सं... द्वारा प्राप्त की जाने पर ऊपर उक्त कम्पनी का नाम इस दिन... परिसीमित में तब्दील कर दिया गया है और यह प्रमाणपत्र उक्त अधिनियम की धारा 23(1) के अनुसार में जारी किया जाता है।

Approval of the Registrar of Companies, Karnataka, Vide letter No STA/NKR/9795/CN/21/2000...

dated... 18/11/2002... the name of the said company is this day changed to

VISESH INFOTECHNICS LIMITED... and this certificate is issued pursuant to section 23(1) of the said act.

मेरे हस्ताक्षर से यह तारीख... को दिया गया।

Given under my hand at Bangalore this TWENTY SECOND day of NOVEMBER 2002

(Two thousand and TWO...)



(B. M. ANAND) Registrar of Companies Karnataka, Bangalore.

यहाँ पर कम्पनी का वह नाम लिखिए जो कि तब्दीली से पूर्व था। Here give the name of the company as existing prior to the change. यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अधीन कम्पनी का मूलतः रजिस्ट्रार और निगमन किया गया था। Here give the name of the Act (s) under which the Company was originally registered and incorporated.

Co.No. 9795.



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

In the Office of the Registrar of Companies, Karnataka, Bangalore. (Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF... YISESH TECHNOLOGIES LIMITED

मैं एतद्वारा प्रमाणित करता हूँ कि... परिशिष्ट विषय विषय क्रम 19... के... दिन... मद्रास के अधीन और... परिशिष्ट नाम द्वारा किया गया कर्नाटी अधिनियम 1953 की धारा 21/22 (1) (क)/(22 (1) (क) के निर्णयों के अनुसार आवश्यक संशोधन प्राप्त कर चुकी है और इसी बाधक को निरस्त करने के लिए आवश्यक सभी विवरणों का प्रमाण प्रस्तुत किया गया है।

I hereby certify that... Yisesh Technologies... Limited, which was originally incorporated on 20th day of July 1997 under the Companies Act, and under the name... Utkalika... Software Private... Limited) having duly Passed the necessary resolution in terms of section 21/22(A)/22(B) Companies Act, 1956, and the approval of the Control Government signified in writing having been accorded thereto in the Department of Company Affairs.

संशोधन विवरण के माग... 19... के पक्ष... द्वारा प्राप्त की जाने पर उक्त कर्नाटी अधिनियम 1953 की धारा 23(1) के अनुसार ही जारी किया जाता है।

Registrar of Companies Karnataka, Bangalore letter No. SP/07/9795/06/21/97 dated 29.07.1997 the name of the said company is this day changed to YISESH INNOVATIONS LIMITED And this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Bangalore this Twenty Ninth day of July 1997 (One thousand nine hundred Ninety Seven)



(B.K. DANSAI), Registrar of Companies Karnataka, Bangalore.

Now give the name of the Company as existing prior to the change. Also give the name of the Act (s) under which the Company was originally registered and incorporated.

CO. NO. 9795



dated
30.5.93

(Signature)

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

नाम में बदलाव के परिणामस्वरूप निगम के लिए नया प्रमाण-पत्र

निगमों के अधिनियम के प्रावधानों के अनुसार

(कंपनी अधिनियम 1956 (1956 का 1) के अधीन)

in the Office of the Registrar of Companies, Karnataka, Bangalore.

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

के लिए है।

IN THE MATTER OF ULTIMATE SOFTWARE PRIVATE LIMITED.

के द्वारा प्रमाणित किया जाता है कि... अंतिम सॉफ्टवेयर प्राइवेट लिमिटेड 19...

द्विंशत... दिवस... 1956 की धारा 21/22 (1) (क)/22 (1) (ग) के विधियों के अनुसार आवश्यक प्रस्ताव पारित कर चुकी है और इसी बाबत केन्द्रीय सरकार की सिद्धित अनुमति कंपनी कार्व विभाग द्वारा प्रदान कर दी गई है।

I heroby certify that Ultimate Software Private Limited, which was originally incorporated on

Twentieth day of JANUARY 19 93 under the Companies Act 19

and under the name Ultimate Software Private Limited having duly Passed the necessary resolution in terms of section 21/22(1)(g) of Companies Act 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

अंशक के तारीख 19... के पत्र 30... द्वारा प्राप्त है।

कंपनी का नाम इस दिनांक... अधिनियम के तहत बदल दिया गया है और यह अधिनियम की धारा 23(1) के अनुसार ही जारी किया जाता है।

Registrar of Companies, Karnataka, Bangalore letter No Stat/CN/2044/92-93

1992 the name of the said company is this day changed to VISESH TECHNOLOGIES PRIVATE Limited and this certificate is issued pursuant to section 23(1) of the said Act.

के अनुसार ही यह जारी किया गया है।

Given under my hand at Bangalore this 26th day of February, 1993

Two thousand nine hundred and Ninety THREE.



(Signature)

(V. Greenivaso Rao),
कंपनियों का रजिस्ट्रार
Registrar of Companies
Karnataka, Bangalore.

कंपनी का यह नाम विधि के तहत बदल दिया गया है।
The name of the Company as existing prior to the change.
अधिनियम (कंपनियों) का नाम विधि के तहत बदल दिया गया है और निगम किया गया है।
The name of the Act (s) under which the Company was originally registered and incorporated.

MEMORANDUM OF ASSOCIATION

of

MPS INFOTECNICS LIMITED

Company Limited by Shares registered under the Companies Act 1956.

I. The name of the Company is **MPS INFOTECNICS LIMITED**

II. The Registered Office of the Company will be situated in the State of Delhi.

(A) The objects for which the Company is established are:

MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To manufacture/deal in computer and communication software/software development/Import of software/export of software/export of software and manufacture of computer peripherals and to carry on the business as manufacturer, assemblers, buyers, sellers, indentors, hirers, repairs, importers, exporters, promoters, agents, representatives, designers, system engineers, system analysts and consultants of all types of computers including mini computers and micro processor based systems, Intelligent terminals, main frame systems, intelligent controllers, personal computers, word processors, computerised automation systems, peripheral systems, computerised power system and other computerised and micro processor based system, for communication, medical, business, commercial, industrial, environmental, process control, chemical and scientific applications, or In the maintenance repair and working thereof.
2. To function as consultants and advisers either honorary or for consideration to individual, firms, bodies, corporate, corporation or local authorities, Government departments in business, Industry, management, engineering, technological and research fields.
3. To carry on business as designers, engineers, manufacturers, buyers, sellers, indentors, hirers, importers, exporters, agents and dealers of all types of computer software including operating systems, higher level languages, new languages, compilers, loaders, software debugging techniques and packages, Input-output control systems, job control languages, file managers, peripherals and instruments controllers, new system buses, dataways, highways, peripheral equipment drivers, controllers, and all other aspects of system software Including system consultancy.
4. To develop and implement applications, software, packages such as accounting invoicing, word processing, automatic mailing, inventory, payroll, sales, finished goods, financial accounting, ledger applications, quality control, testing, inspection, packaging, data acquisition, monitoring and control, testing, inspection, packaging, required in manufacturing industries, agencies and enterprise of all types.

4. To develop and implement applications, software, packages such as accounting invoicing, word processing, automatic mailing, inventory, payroll, sales, finished goods, financial accounting, ledger applications, quality control, testing, inspection, packaging, data acquisition, monitoring and control, testing, inspection, packaging, required in manufacturing industries, agencies and enterprise of all types.
5. To rent out computer time and to provide computer services, computer training, conduct classes for educational programme, to arrange for seminars, symposiums and debates.

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

6. To buy, sell, barter, exchange, pledge, make, advance upon or otherwise deal in goods, produce, articles and merchandise and for the purposes of the Company's business, to establish or acquire and carry on offices, trading stations, factories, stores, and depots in India, overseas or elsewhere, to purchase or take on lease or otherwise acquire, develop, carry on and improve business, real or personal property or any undivided or other interests whatsoever therein respectively.
7. To establish and maintain any agencies in India or any part of the world for the conduct of business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale.
8. To enter into agreements and contracts with foreign individuals, nonresidents of Indian origin, companies or other persons for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
9. To advertise, exhibit, broadcast and adopt other means of making known or promoting the use of all or any of the manufactured products or goods of the Company or any articles or goods traded or dealt in or with by the Company in any way as may be expedient including the posting of bills in relation thereto and the issue of circulars, books, pamphlets and price lists and the conduction of competition, exhibitions and giving of prizes, rewards and donations.
10. To apply for, purchase or otherwise acquire and protect, prolong and renew trade marks, trade names, designs, secret processes, patents, rights, BREVETS D INVENTIONS Licences, protections and concessions, which may appear likely to be advantageous or useful to the Company and to spend the money in experimenting and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire or develop in India or elsewhere.
11. To enter into partnership or into any arrangements for sharing profits, union of interest, co-operations, joint venture, reciprocal concessions or otherwise with any other persons, firm or Company carrying on or engaged in or about to carry on or engage in any business undertaking or transaction which this Company is authorized to carry on or which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company and to guarantee the contracts of or otherwise assist any persons, firm or Company and to take or otherwise acquire and hold shares or securities of any such

person firm or Company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.

12. To enter into any arrangement with any government or state or authority, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such government or state or authority, any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
13. To be interested in, promote and undertake the formation and establishment of such institutions, business, pools, combines, syndicates, industrial trading or manufacturing as may be considered to be conducive to profit and interest of the Company and to acquire, promote, and/or subsidise interest in any industry or undertaking and to carry on any other business (industrial, trading, manufacturing or other) which may seem to the Company capable, of being conveniently carried on in connection with any of the objects of the Company, or otherwise calculated, directly or indirectly to render any of the Company's properties or rights for the time being profitable.
14. To purchase or otherwise acquire and undertake the whole or any part of the business, property rights and liabilities of any persons, firm or Company carrying on any business, which this Company is authorized to carry on or possessed of property or rights, suitable for any of the purposes of the Company and to purchase, acquire, apply for, hold, sell and deal in shares, stocks, debentures or debenture stock of any such persons, firm or Company and to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such persons, firm or Company.
15. To buy, obtain on lease or otherwise acquire lands, buildings and other immovable properties and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the properties and the assets of the Company on such terms and conditions as the Company may think fit.
16. To construct, acquire, establish, provide, maintain and administer factories estates, railways, building, water reservoirs, sheds, channels, pumping installations, generating installations, pipe-lines, garage, stores and accommodations of all description in connection with the business of the Company.
17. To apply for, tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection, carrying out, equipment management, administration or control of works and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
18. To amalgamate with any Company or companies or any body or bodies corporate and to establish agencies and maintain them for dealing in the product of the Company.
19. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company including costs, charges, expenses, of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.

20. To remunerate (by cash or otherwise or by the allotment of fully or partly paid-up shares or by a call or option on shares, debentures, debenture stock or securities of this or any other Company or in any other manner), whether out of the Company's capital, profit or otherwise to any persons or firm or Company for services rendered or to be rendered in introducing any property or business to the Company.
21. To procure the registration of the Company in any country, state or abroad.
22. To open and keep a register or registers in any country or state in India or abroad wherever it may be deemed necessary and expedient to do so.
23. To undertake and execute any trusts the undertaking whereof may seem desirable, either gratuitously or otherwise.
24. To draw, make issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keeper's certificates and other negotiable or commercial/mercantile instruments connected with the business of the Company.
25. To open account or accounts with any individual, firm or Company or with any bank or banks, anywhere in the world and to pay into and withdraw moneys from such account or accounts.
26. Subject to the provisions of the Companies Act 1956, to invest, apply for and acquire or otherwise employ moneys belonging to, entrusted to or at the disposal of the Company upon securities and shares with or without security upon such terms as may be thought proper and from time to time vary such manner as the Company may think fit.
27. Subject to the provisions of the Companies Act, 1956, to lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person or Company and in particular to customers and others having dealing with the Company with or without security upon such terms as may be thought proper and to guarantee the performance of contracts by such persons or Company but not to do the business of banking as defined in the Banking Regulation Act, 1949.
28. To make advance upon for the purchase of materials, goods machineries, stores and other articles required for purpose of the Company.
29. Subject to the provisions of the Companies Act, 1956, to borrow or raise money with or without security or to receive money or deposit at interest from members or others, in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise including debenture or debenture stock convertible into shares of the Company and insecurity of such money so borrowed raised or received 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 and to purchase, redeem or pay off any such securities. The acceptance, of deposits shall be subject to the provisions of Section 58A of the Companies Act, 1956 and the rules framed there under.

30. To sell, mortgage, assign or lease out and in any other manner deal with or dispose of the undertaking of or property of the Company or any part thereof. Whether immovable or movable for such consideration as the 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.
31. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the property, rights and concessions of the Company.
32. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows and families of the dependents or relations of such person by building or contributing to the building of houses or by grant of money, pension, gratuity, bonus, payment towards insurance or other payments or by creating from time to time, subscribing or contributing towards places of instruction or recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company may think fit.
33. Subject to the provisions of the Companies Act, 1956, and the constitution of India, to subscribe or contribute or otherwise assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions of objects or for any exhibition or for any public general or useful objects.
34. To distribute any of the property of the company amongst the members in kind Consequent upon the winding up of the Company.

(C) OTHER OBJECTS NOT INCLUDED UNDER (A) AND (B) ABOVE ARE:

1. To carry on the business as shares, debenture, debenture stocks, bonds and securities, brokers and to underwrite, subscribe for, acquire, hold, invest in, dispose of or otherwise deal with or in shares, whether new issue or otherwise, stocks, debentures, debenture stocks, bonds, deposits, securities and obligations.
2. To carry on the business of stationers, printers, lithographers stereotypers, electrotypers, photographers, engravers, dye-sinkers, envelop and post card manufactures, book binders, account book manufactures, machine rulers, cutters, numerical printers, calender printers, dairy and jantry publishers paper makers, paper bag and account book makers, box makers, cardboard manufacturers, dealers in visiting, festive, entertainment, compliments, Christmas and dusshera and new year and fancy cards, book sellers publishers and paper manufacturers and dealers in material used for the manufacture of paper and other articles of stationery, cabinet makers and dealers or manufacturers of any other articles of things of a character similar or analogue to the foregoing, or any of thereon or connected there with.

IV. The liability of the members is limited.

*V. The Authorized Share Capital of the Company is Rs.377,50,00,000/- (Rupees Three Hundred Seventy Seven Crores and Fifty Lacs Only) divided into 377,50,00,000 (Three Hundred Seventy Seven Crores and Fifty Lacs) Equity Shares of Re.1/- (Rupee One only) each.

**Pursuant to the approval of the shareholders in the EGM held on 22.02.2013 for issue of Bonus shares, the Authorised Capital of the Company has increased from 343,13,50,000 equity shares of Re. 1/- each to 377,50,00,000 equity shares of Re. 1/- each.*

We, the several persons whose names and addresses are subscribed hereunto, 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, address, description & occupation of the subscribers	Signature of the subscriber	Number of Equity Shares taken by each subscriber	Witness with name, address description & occupation to the signature
1.	PALGHAT R. SESHADRI S/o P.S. Ramanathan 653, 11th Main Hal II Stage Indiranagar Bangalore-560 038 -Business	SD/-	51 (fifty one)	T.R. EDDY SWAMINATHAN Chartered Accountant C-64, Gokula Colony, Bangalore-560 054
2.	VISALAM SESHADRI W/o P.R. Seshadri Hal II Stage Indiranagar Bangalore-560 038 -House-Wife	SD/-	49 (forty nine)	
			100 (one hundred)	

Bangalore, Dated 12th January 1989

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

MPS INFOTECNICS LIMITED

PRELIMINARY

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

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

"The Act" means the Companies Act, 1956

"The Company" means **MPS INFOTECNICS LIMITED**

"The Directors" means any person occupying the position of director, by whatever name called.

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

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

"Dividend" includes bonus but excludes bonus shares.

"Month" means Calendar month.

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

Proxy includes Attorney duly constituted under a Power of Attorney.

Seal means the Common Seal of the Company.

In writing and *Written* shall include printing, lithography and other modes of representing or reproducing words in a visible form.

Words importing the singular number only include the plural number and vice-versa. Words importing masculine gender only include feminine gender. Words importing persons include corporation.

Table "A" to apply 2. Save as otherwise provided herein, the regulations contained in Table "A" in Schedule 1 of the Act shall apply to the Company.

CAPITAL AND SHARES

Allotment of shares 3. (a) The Share Capital of the Companies is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten) each.

(b) Subject to the provisions of these Articles and of Section 81 of the Companies Act 1956, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors may think fit. Provided that the option or right to calls on shares shall not be given to any person except with the sanction of the Company in General meeting.

Return of allotment 4. As regards all allotments made from time to time the Director shall duly comply with Section 75 of the Act.

Commission for placing shares 5. The Company may, subject to compliance with the provisions of Section 76 of the Act, exercise the power of paying commission.

Brokerage 6. The Company may pay on the issue of shares or debentures such brokerage as may be lawful.

Shares at a discount 7. With the previous authority of the Company in General Meeting and the sanction of the Company law board and upon otherwise complying with Section 79 of the Act, the Directors may issue at a discount shares of a class already issued.

Redeemable Preference Shares 8. Subject to provisions of the Section 80 of the Act, the Company may issue Preference shares which are, or at the option of the Company, are liable to be redeemed on such terms and in such manners as the Company may determine.

* The Authorized capital increased from Rs. 30 Crores to Rs. 50 Crores in pursuance of Hon'ble High Court of Delhi order dated 10th May, 05.

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| 9. | If, by the conditions of allotment of any shares, the whole or part of the amount or issue price thereof shall be payable by the instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the member registered in respect of the share or by his executor administrator. | Instalment on shares to be duly paid |
| 10. | Members who are registered jointly in respect 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. | Liability of joint holders of shares |
| 11. | Not more than four persons shall be registered as joint holders of any share. | Number of joint holders |
| 12. | Subject to Section 187C of the Act, the Company shall be entitled to treat the member registered in respect of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction, or as by statute required, be bound to recognise any equitable or other claim to or interest in such share on the part of any other person. | Trusts not recognised |

CERTIFICATES

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| 13. | The Certificate to title of shares and duplicates thereof when necessary shall be issued under the Seal of the Company in accordance with the provisions of Section 84 of the Act and the Rules prescribed by the Central Government for the said purposes as in force from time to time. | Certificates |
| 14. | Every member shall be entitled to 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 shares. Shares/Debenture shall be issued in marketable lots and where shares/debenture certificates are issued for either more or less than marketable lots, sub-division/consolidation into marketable lots shall be done free of charge. | Members rights to Certificates |
| 15. | The Certificate of shares registered in the name of two or more persons shall be delivered to the persons first named on the Register. | To which of joint holder certificates to be issued |

CALLS

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| 15. | <p>A. The Company shall not charge any fee</p> <p>(a) for registration of transfer of shares and debentures;</p> <p>(b) for sub-division and consolidation of Share and Debenture Certificates and for sub-division of Letters of Allotment and Split, Consolidation, Renewal and Pucca Transfer Receipts into denomination corresponding to the market units of trading</p> | |
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- (c) for sub-division of renounceable Letters of Rights.
 - (d) for issue of new certificates in replacement of those which are old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised
 - (e) for registration of any power of attorney, Probate, letters of Administration or similar other documents.
15. B. The Company will not charge any fees exceeding those which may be agreed upon with the Stock Exchange
- (a) for issue of new certificate in replacement of those that are torn, defaced, lost or destroyed
 - (b) for sub-division and consolidation of share and debenture certificates and for sub-division of Letters of Allotment and Split, Consolidation, Renewal and Pucca Transfer Receipt into denominations other than those fixed for the market units of trading.
- Calls
16. The Directors may, from time to time, subject to the terms on which any shares may have been issued, and subject to Section 91 of the Act, make such calls as they think 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 person and at the time and place appointed by the Directors. A call may be made payable by instalments, and shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.
- Restriction on Power to make calls and notice
17. No call shall be made payable within one month after the last preceding call was payable. Not less than thirty days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.
- Restriction on Power to make calls and notice
18. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holders for the time being of the share in respect for which the call shall have been made or the instalment shall be due, shall pay interest for the same at the rate of 12 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 shall be at liberty to waive payment of any such interest wholly or in part.
- Amount payable at fixed times or by instalments payable as calls
19. 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 amount of share or by way of premium, every such amount

or instalment shall be payable as if it were a call duly made by the Directors and of which due notice had been given, and all the provisions herein contained in respect of calls shall relate to such amount or instalment accordingly.

20. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any share holder 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 the Register of the Company as a holder, or one of the holders, of the shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of Company and it shall neither be necessary to prove the appointment of the Directors who made any call, nor that a quorum of Directors was present at the meeting 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 matter aforesaid shall be conclusive evidence of the debt.
21. The Directors may, if they think fit, receive from any member willing to advance the same, 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 in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made; the Company may pay interest at such rate as the Directors think fit. Money so paid in excess of the amount of calls shall not entitle the holders of shares to participate in respect thereof any dividend subsequently declared or to participate in profits or to any voting rights.
22. A call may be revoked or postponed at the discretion of the Directors.

Restriction on Power to make calls and notice

Payment of calls in advance

Revocation of call

FORFEITURE, SURRENDER AND LIEN

23. If any member fails to pay the whole or any part of any call or instalment of any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any extension thereof as aforesaid, the Directors, may at any time thereafter during such time as the call or instalment remains unpaid or decree remains unsatisfied, serve a notice on such member or on person (if any) entitled to share by transmission requiring him to pay such call or instalment or such part thereof or other moneys as remains unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have been incurred by the Company by reason of such non-payment.

If call or instalment not paid notice may be given

*Articles altered vide resolution dated 16th June, 1989.

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| Terms of forfeiture | 24. The notice aforesaid shall name a day (not being less than thirty days from the date of the notice) and places and place on and at which the money is to be paid and the notice shall also state that in the event of the non-payment of such money at the time and place appointed, the shares in respect of which the same is owing, will be liable to be forfeited. |
| In default of payment shares may be forfeited | 25. If the requisition of any such notice shall not be complied with, every or any share in respect of which the notice is given, may at any time thereafter, before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. |
| Notice of forfeiture to member and entry in register | 26. When any share is declared to be forfeited, notice of forfeiture shall be given to the member in whose name it stood immediately prior to 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 or neglect to give such notice or to make any such entry as aforesaid. |
| Forfeiture shares | 27. Every share so forfeited as aforesaid shall thereupon be the property of the Company and may be sold, reallocated or otherwise disposed off either to the original holder thereof, or to any other person upon such terms and in such manner as the Board shall think fit. |
| Power to annul forfeiture | 28. The Directors may at any time before any share so forfeited shall have been sold, reallocated or otherwise disposed off annul the forfeiture thereof upon such conditions as they may think fit. |
| Members shall be liable to pay money owing at the time of forfeiture and interest | 29. Any member Whose shares may be forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls and other moneys owing upon the shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at nine percent per annum and the Directors may enforce the payment thereof, if they think fit, but shall not be under any obligation to do so. |
| Effect of forfeiture | 30. The forfeiture of a share shall involve the extinction of all interest, and also of 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. |
| Certificate of forfeiture | 31. A certificate in Writing under the hand of Director or the Secretary that the call or other moneys in respect of a share strike off was or were due and payable and notice thereto given and that default in payment of the call or other moneys was made, and that the forfeiture of the shares was made, by a resolution of the Directors to that effect shall be conclusive evidence of the facts stated therein as against all persons entitled to such share. |

32. The Company may receive the consideration, if any, given for the share on any sale or other disposition thereof and the person to whom such share is sold or disposed of, may be registered as the holder of the share and he shall neither be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity or invalidity to the proceedings in reference to the forfeiture sale or other disposal of the same.
33. The Director may at any time, subject to the provisions of the Act, accept the surrender of any share from or by member desirous of surrendering on such terms as the Directors may think fit.
34. The Company shall have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of such 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 Articles 12 hereof is to have full effect. Any 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 shares shall operate as waiver of the Company's lien, if any on such shares. The Directors may, at any time, declare any share to be wholly or in part exempt from the Provisions of this clause.
35. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as they think fit, but no sale shall be made unless the 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 his committee, curator bonis, 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 thirty days after the date of such notice. To give effect to and such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as a holder of the shares comprised in any such transfer. Upon any such sale as aforesaid, the existing certificate/s in respect of the 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 in lieu thereof to the purchaser or purchasers concerned.
36. The net proceeds of the sale be received by the Company and on the payment of the costs of such sale, applied in 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 shares at the date of the sale.

Title of purchasers and allottee of forfeited shares

Directors may accept surrender of shares

Company's lien on shares

As to enforcing lien by sale

Application of proceeds of sale

TRANSFER AND TRANSMISSION OF SHARES

- Form of transfer
37. The instrument of transfer shall be in writing and all the provisions of Section 108 of the Companies Act, 1956 and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof.
- Foreign Register of members and form
38. The Company shall have power to keep foreign register of members or debenture holders in any country or State outside India as may be decided by the Board from time to time. If any shares are to be entered in any such register, the instrument of transfer shall be in a form recognised under the law of such country or state or in such form as may be approved by the Board.
- Directors may refuse to register transfer
39. Subject to provisions of section 22(A) of security contract (Regulation) Act, 1956, 111A of the Companies Act 1956 or any statutory modification of the said provisions for the time being in force, the Directors may, at their own absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer of shares other than fully paid up and in particular may so decline in any case in which the Company has, lien upon the shares or any of them whilst any moneys in respect of the shares desired to be transferred, or remain unpaid or unless the transferee is approved by the Directors and such refusal shall not be affected by the fact that the proposed transferee is already a member. The registration of a transfer shall be conclusive evidence of the approval by the Directors of the transferee.
- Provided that it will not decline to register or acknowledge any transfer or shares on the ground of the transfer being either alone or jointly with any person or person indebted to the Company on any account whatsoever.
- Notice of refusal to be given to transferor and transferee
40. If the Company refuse to register the transfer of any share or transmission of any right therein, the Company within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and the transferor or to the person giving intimation of the transmission, as the case may be, and thereupon the provisions of Section 111 of the Act or any statutory modification of the said provisions for the time being in force shall apply.
- Custody of the instrument of transfer
41. The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register, shall be returned to the persons depositing the same.
- Closure of transfer book etc.
42. The Directors shall have power, on giving not less than seven days previous notice by advertisement as required by Section 154 of the Act, to close the Register of members and debenture holders of the Company for such

*Clause 39 altered vide resolution dated 16 June, 1993.

period or periods of time not exceeding in the whole 45 days in each year but exceeding 30 days at a time as they may deem fit.

43. The executor or administrator of a deceased member or holder of a succession certificate shall be the only person recognised by the Company as having any title to his shares, and the Company shall not be bound to recognise such executor or administrator or holder of a succession certificate unless such executor or administrator shall have first obtained Probate, Letters of Administration or other legal representation as the case may be, from duly constituted Court in India, or from any authority empowered by any law to grant such other legal representation provided that in any case, where the Board in its absolute discretion think fit, the Board may dispense with the production of Probate or Letters of Administration or other legal representation, and under the next Article, register the name of any person who claim to be absolutely entitled to the shares standing in the name of a deceased member as a member, upon such terms as to indemnity or otherwise as the Directors may deem fit.
44. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with those present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause or of his title, as the Board may think sufficient and upon giving such indemnity as the Directors may require, either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder, provided nevertheless, that if such person shall elect to have his nominee registered, he shall testify the execution to his nominee of instrument of transfer of the shares in accordance with the provisions herein contained, and until he does so, he shall not be free from any liability in respect of the share. This clause is herein referred to "The Transmission Clause".
45. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.
46. Every transmission of a share strike off shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified, or until or unless an indemnity be given to the Company with regard to such registration which the Board at it's discretion shall consider sufficient provided nevertheless that there shall not be any obligation on the Company or the Board accept any indemnity.

Title to share of deceased holder

Registration of persons entitled to shares otherwise than by transfer (transmission clause)

Refusal to register transmission of shares

Board may require evidence of transmission

Foreign Register are liable for disregard of all notice prohibiting registration of a transfer

48. The Company shall incur no liability or responsibility whatsoever in consequence of their 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) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company have had notice of such equitable right, title or interest of 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 notice which may be given to them 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 books 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 Director shall so think fit.

INCREASE, REDUCTION AND ALTERATION IN AUTHORISED, ISSUED AND SUBSCRIBED CAPITAL

Increase of authorised share capital

49. The Company may from time to time in general meeting by special resolution alter the conditions of its memorandum by increase of authorised share capital by creation of new shares of such amount as it think expedient.

Redeemable Preference shares increase of subscribed capital

50. The Company may time to time in general meeting by special Resolution increase its subscribed share capital by issue of new shares upon such terms and conditions and with such rights and Privileges annexed there to, as by the general meeting issuing the same shall be directed and if no directions be given, as 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 the assets of the Company provided always that any preference shares may be issued on the terms that they are, at the option of the Company, liable to be redeemed and on such terms and conditions of redemption as may be prescribed.

Custody of the same as original

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

*Clause 47 deleted vide resolution dated 16 June, 1999.

52. Notwithstanding anything contained in these Articles, in the case of the issue of redeemable Preference Shares under the Provisions of Article 50 hereof, the provisions of Section 80 of the Act shall apply. Provision in case of redeemable preference shares
53. The Company may (subject to the provisions of Section 100 to 105 of the Act) from time to time by Special Resolution reduce its share capital or any capital Redemption Reserve Account or Share Premium Account in any way authorised by law and in particular may pay off any paid-up share capital upon the footing that it may be called up again, or otherwise, and may, if and as far as is necessary, alter its Memorandum by reducing the amount of its share capital and of its shares accordingly. Reduction of capital
54. The Company may in general meeting subject to the provisions of Companies Act alter the conditions of Memorandum as follows : Consolidation division and sub-division
- (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 originally fixed by the Memorandum, subject nevertheless to the Provisions of the Act and of these Articles.
- (c) Cancel shares, which, at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the share so cancelled.
55. The right conferred upon the holders of the shares or any class issued with preferred or other right shall not, unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith, but in no respect in priority thereto. Issue of further pari passu share not to affect the right of shares already issued
- *55 (A) Notwithstanding anything contained in this Articles of Association, but subject to the provisions of Section 77 A, 77AA and 77B of the Companies Act, 1956 and the Rules, Regulation and/or Guidelines made thereunder, the Company may purchase its own shares or other specified securities in the manner and upon the conditions as prescribed in the aforesaid Act, Rules, Regulations and/or Guidelines, for the time being and from time to time in force.

MODIFICATION OF CLASS RIGHTS

56. If at any time the capital by reason of the issue of preference shares or otherwise is divided into different classes of shares all or any of the right and privileges rights attached to each class may, subject to the provisions of Section 106 and 107 of Act, be modified, abrogated or dealt with subject to : Power to modify rights
- (a) The consent of the holders of not less than three fourth of the issued shares of the class, or

*Clause No. 55A inserted vide Resolution dated 25/7/2002

- (b) The sanction of special resolution passed at a separate meeting of the holders of the issued shares of that class. To every such separate meeting, provision herein contained as to general meeting shall mutatis mutandis apply.

JOINT HOLDERS

Joint-holders

57. Where two or more persons are registered as the holders of any shares, they shall be deemed to hold the same as Joint tenants with benefits of survivorship subject the following and other provisions contained in these Articles
- (a) The Company shall be entitled to decline to register more than four persons as the joint holders of any share.
 - (b) The joint holder of any share shall be liable severally as well as Jointly for and in respect of all calls and other payments which ought to be made in respect of such shares.
 - (c) On the death of any such joint holder, the survivor or survivors shall be the only person or persons recognised by the Company as having any title or interest in the shares but the Directors may require such evidence of death as they deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other persons.
 - (d) Anyone of the joint holders may give effectual receipt of any dividends or other moneys payable in respect of such shares.
 - (e) Only the person whose name stands first in the Register as one of the Joint holder of any share, shall be entitled to delivery of the certificate relating to such shares or to receive documents (which expression shall be deemed to include all documents referred to in Article 149) from the Company and any documents served on or sent to such person shall be deemed as good service on all the joint holders.
 - (f) Any one of two or more joint holders may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto and if, more than one of such joint holders be present at any meeting personally or by proxy then one of such person so present whose name stands first or higher (as the case may be) on the Register in respect of such share shall along be entitled to vote in respect thereof but the other or others of the Joint holder(s) shall represent at any meeting personally shall be entitled to vote in preference to joint holder present by proxy and stands first or higher (as the case may be) in the Register in respect of such shares.

Several executors or administrators of a deceased member in whole (deceased members) sale name any shares stands shall for the purpose of this sub clause be deemed joint holders.

58. Subject to the provisions of Sec. 292, 293 of the Act and these Articles and without prejudice to the other powers the board shall have power to borrow from time to time at their discretion to accept deposits from members of the Company either in-advance of calls or otherwise and generally to raise or borrow or secure the payment or any sum of money for the purposes of the Company, provided that the aggregate of the amount borrowed (apart from temporary loans as defined in section 293 of the Act obtained from the Company's bankers in the ordinary course of business) and remaining outstanding and undischarged at that time, shall not, without the consent of the Company in general meeting exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose.
59. Subject to the provisions of the Act and these Articles, the Board may raise and secure the repayment 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, debenture stock or any mortgage or other security on the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
60. Any bonds, stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue upon such terms and conditions and in such manner and for such consideration as they shall consider, to be for the benefit of the Company.
61. Debentures bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
62. Any bonds debenture or other securities as may be issued at a discount, premium or otherwise and with any special privilege and conditions as to redemption, surrender, drawing allotment of shares attending and voting at General Meeting. Provided that debentures with the right of conversion into shares shall not be issued except in conformity with the provisions of Sections 81 (3) of the Act.
63. Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or about to incur any liability as surety for the payment of any sum primarily due from the Company,

Power to borrow

Conditions on which money may be borrowed

Bonds debentures etc. to be under the control of the directors

Securities may be assignable free from equities

Issue at discount etc. or with special privilege.

Indemnity may be given

the Board may execute or cause to be executed any, mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the directors or person becoming liable as aforesaid from any loss in respect of such liability.

- Mortgage of uncalled capital 64. If any uncalled capital of the Company is included or charged by any mortgage or other security, the Directors shall subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

STATUTORY MEETING

- Statutory Meeting 65. The statutory meeting of the Company shall be held at such place day and time, within a period of not less than one month nor more than six months from the date at which the Company is entitled to commence business, as the Directors may determine and in connection therewith the Directors shall comply with the provisions of Section 165 of the Act.

GENERAL MEETINGS

- Annual General Meeting 66. Subject to provisions of the Act, the Company shall hold from time to time as provided by the Act in addition to any other meetings a general meeting as its Annual General Meeting. The provisions of Section 166 of the Act shall apply to such Annual General Meetings.
- Annual General Meeting when to be held 67. Every Annual General Meeting shall be called for a time during business hours and on such day (not being a public holiday) as the Directors may from time to time determine and it shall be held either at the Office of the Company or at any other place within the City, town or village in which the Office of the Company is situated as determined by the Board.
- Extraordinary General Meeting 68. (a) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meeting.
(b) The Board of Directors may, whenever it thinks fit, call an Extra-ordinary General Meeting.
- Calling of extraordinary general meeting on requisition 69. The Board of Directors shall on due requisition of members in accordance with Section 169 (4) of the Act, forthwith proceed to call an Extraordinary General Meeting and the provisions of Section 169 of the Act shall apply in respect of such meetings.
- Notice of meeting 70. Save as permitted under Section 171 (2) of the Act, a General Meeting of the Company may be called by giving not less than twenty-one days notice in writing.

71. Notice of every meeting shall be given to the members and to such other person or persons as required under and in accordance with Section 172 and 173 of the Act and it shall be served in the manner authorised by Section 53 of the Act.
- Contents and service of notice

PROCEEDINGS AT GENERAL MEETING

72. At least five members entitled to vote and present in person shall be a quorum for a general meeting. No business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of a business.
- Quorum of General Meeting
73. If within half an hour from time appointed for holding a meeting of the Company, a quorum is not present, the meeting if called upon the requisition of members shall stand dissolved. In other case the meeting shall stand adjourned to the same day in the next week (not being a holiday) at the same time and place or to such other day and at such other time and place as the Board may determine.
- If quorum not present meeting to be dissolved or adjourned
74. If at any adjourned meeting also a quorum is not present within half an hour of the time appointed for holding the meeting the members present whatever their number (not being less than two) shall be quorum and shall have power to decide upon all the matters which could properly have been disposed of at the meeting from which the adjournment took place.
- Adjourned meeting to transact business
75. The Chairman (if any) of the Board of directors shall, if present, preside as chairman at every general meeting whether Annual or Extraordinary but if there be no such Chairman, or in case of his absence or refusal, the Vice Chairman in case of his absence or refusal any one of the Director present, shall be chosen to be chairman of the meeting.
- Chairman of the meeting
76. If at any meeting a quorum of members shall be present and the Chair shall not be taken by the Chairman of the Board or by the Vice-Chairman or by a Director at the expiration of half an hour from the time appointed for holding the meeting or if before the expiration of half an hour from the time appointed for holding the meeting or if before the expiration of that time all the directors shall decline to take the Chair, the members present shall on a show of hands choose one of their own member to be the Chairman of the meeting.
- Member as Chairman
77. No business shall be discussed at any General Meeting except the election of the Chairman whilst the Chair is vacant. If a poll is demanded the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these articles.
- Business confined to election to Chairman whilst chair vacant.

- Chairman with consent to or any adjourn meeting 78. The Chairman may with the consent of any meeting at which quorum is present and shall if so directed by the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- Notice to be given where a meeting adjourned 79. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment of the business to be transacted at adjourned meeting.
- Resolution how decided 80. At any General Meeting provisions of Section 177 to 185 of the Act shall apply provided that in case of equality of votes, whether a show of hands or on a Poll, the Chairman of the meeting at which the show of hands take place or at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.
- Resolution 81. Any act or resolution, which under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in a General Meeting shall be sufficiently so done or passed if effected by and ordinary resolution as defined in section 189 (1) of the Act unless either the Act or these Articles specifically require such act or resolution to be done or passed by a special resolution as defined in section 189 (2) of the Act.
- Reports, statements, and registers to be laid on the table 82. At every Annual General Meeting of the Company there shall be laid on the table, the Directors' report and audited statement of accounts, auditors report, the proxy register with the proxies and the Register of Directors' holding mentioned under section 307 of the Act. The Auditors' Report shall be read before the Company in general meeting and shall be open to inspection by any member of the Company.
- Minutes of general meetings and of board meetings 83. The Board shall cause minutes of all proceedings of every general meeting and of all proceedings of every meeting of its Board of Directors or of every committee of the Board to be kept in accordance with Section 193 of the Act.
- Inspection of minute books of general meeting 84. The books containing the minutes of the proceedings of general meetings of the Company shall be kept at the office of the Company and be open to the inspection of any members as prescribed by Section 196 of the Act.

VOTE OF MEMBERS

85. Subject to the provision of the Act and these Articles, votes may be given either personally or by proxy or in the case of body corporate also by a representative duly authorised under Section 187 of the Act and Article 87 hereof. Votes may be given by proxy
86. Subject to the provisions of the Act (and particularly of section 87, 89 and 92 (2) thereof) and, of these Articles Votes rights
- (1) Upon a show of hands every member holding equity shares and entitled to vote and present in person (including an attorney or a representative of a body corporate as mentioned in Article 87) shall have one vote.
- (2) Upon a poll the voting right of every member holding equity shares and entitled vote and present in person (including a body corporate present as aforesaid) or by proxy shall be in proportion to his share in the paidup equity capital of the Company.
- (3) The voting right of every member holding preference shares, if any shall upon a show of hands or upon a poll be subjected to the provisions, limitation and restrictions laid down in section 87 of the Act.
87. No member not personally present shall be entitled to vote on a show of hands unless such member is body corporate present by attorney or by representative duly authorised under section 187 of the Act in which case such attorney or representative may vote on show of hands as if he were an individual member of the company. No voting by proxy of show of hands
88. Subject to the provisions of the Act no member shall be entitled to voting right in respect of any shares registered in his name on which any call or other sums payable by him, have not been paid or in regard to which the Company has exercised any right of lien. Restriction on exercise or voting rights
89. Any person entitled under the Transmission clause (Article 44 hereof) to transfer any shares, may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least forty eight hours before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote he shall satisfy the Board of his right to transfer such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. Voters in respects of shares of deceased insolvent members.
90. On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy, or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses. Rights of member of use his votes differently

- How members non components or minors may vote 91. If any shareholder be a lunatic, idiot or non composmentis the vote in respect of his share or shares shall be cast by his committee or other legal guardian and if any shareholder be a minor the vote in respect of his shares shall be cast by his guardian or anyone of his guardians if more than one, to be selected in case of dispute by the Chairman of the meeting.
- Instruments appointing a proxy to be deposited at the office 92. 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 fortyeight 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.
- Form of proxy 93. An instrument appointing a proxy shall be in either of the forms in schedule IX of Act or a form as near thereto as circumstances admit.
- Custody of the instrument 94. If any such instrument of appointment be confined to the object of appointing proxy it shall remain permanently or for such time as the directors may determine in the custody of the Company, if embracing other objects, a copy thereof examined with the original shall be delivered to the Company to remain in their custody.
- Validity of votes given by proxy notwithstanding death of member 95. A vote cast in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous insanity or lunacy or death of the principal or revocation of the proxy as the case may be or any power of attorney, as the case may be, or power of attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given provided that no intimation in writing of the insanity, lunacy, death, revocation or transfer shall have been received at the office before the meeting.
- Time for objection to vote 96. Subject to the provisions of the Act and these Articles no objection shall be to vote made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote, whether given personally or by proxy or by any means hereby authorised and not disallowed at such meeting or poll, shall be deemed valid for all purposes of meeting or poll whatsoever.
- Chairman of any meeting to be the judge of validity of any vote 97. Subject to the provisions of the Act and these Articles the Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting subject as aforesaid the chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

DIRECTORS

98. The number of Directors shall not be less than three and not more than eleven. Number of directors
99. The following shall be the first directors of Company
1. Mr. P. R. Seshadri
 2. Mrs. Visalam Seshadri
100. The Board may appoint an alternate director who is recommended for such appointment by a Director (here in after called the Original Director) to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. An alternate director appointed under this Article shall not hold office as such for a longer period than that permissible to the original director in whose place he has been appointed and shall vacate office if and when the original directorship is determined before he so returns to the said State. Any provision in the act or these articles for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original director and not to the alternate director. Appointment of alternate director
101. The board shall have power from time to time and at any time to appoint any person as a director 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 these articles. Any director so appointed shall hold office only upto the next annual general meeting of the Company and shall then be eligible for re-appointment. Additional directors
102. Subject to the provisions of Section 284 (6) and other applicable provisions (if any of the Act, if the office of a director appointed by the Company in general meeting is vacated before his term of office will expire in the normal course, the resulting casual vacancy may, in default of and subject to any regulation contained in these articles be filled by the Board of Director at a meeting of the Board. Any person so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it would had not been vacated as aforesaid. Casual vacancy
103. A director shall not be required to hold any qualification shares and a person may be appointed as a director not with standing that he holds no shares in the Company. Qualification of directors
104. Subject to the provisions of Section 198, 309, 310, 311 and 314 of the Act, the remuneration payable to the directors of the Company may be as here in after provided. Remuneration of directors

Each director shall be paid out of the funds of the Company by way of remuneration for his services in attending meeting of the directors or of any committee of directors a sum not exceeding Rs. 250/- (Rupees Two hundred & fifty only) as may be fixed by the directors from time to time for each meeting attended by him Subject to the provisions of Section 309 & 310(4) of the Act. The director shall also be entitled to receive a commission at such rate as may from time to time be determined by the Company in general meeting but not exceeding (one percent) of the net profits of the Company in each financial year, if there is a whole time Director or Managing Director or 3% (three percent) if there is no Managing or whole time Director (to be computed in the manner prescribed in Sections 198 of the Act) in such proportion as may be determined by the directors from time to time and in default of determination in equal proportions. The Company may pay to any director who for the time being is resident out of the place at which any meeting of the director may be held who shall come to that place for the purpose of attending such meeting and also to any director in respect of any other journeys made by him for and on behalf of the Company, his travelling, boarding lodging and other incidental expense in respect of such meeting and/or journeys.

- Remuneration of extra services 105. If any director, being willing, shall be called upon to perform extra services or to make any special exertions for any of the purposes of Company or in giving special attention to the business of the Company as a member of a committee of the directors, then, subject to Section 198, 309 and 310 of the Act, the Directors may remunerate the directors so doing either by fixed percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.
- Directors may act not with standing vacancy 106. The counting directors may act notwithstanding any vacancy in their body but subject to the provisions of the Act, if the number falls below the minimum above fixed and notwithstanding the absence of a quorum the Directors may act for the purpose of filling up vacancies or for summoning a general meeting of the Company.
- When office of Directors to be vacated 107. Subject to section 283(2) of the Act, the office of a director shall become vacant if
- (a) he is found to be of unsound mind by a court of competent jurisdiction; or
 - (b) he applies to be adjudicated an insolvent; or
 - (c) he is adjudged an insolvent; or
 - (d) he fails to pay any call made on him in respect of shares of the Company.

held by him, whether alone or jointly with others within six months from the 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 failures or,

- (e) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is a partner or any private company of which he is a director accept a loan, or any guarantee or security for a loan, from the Company in contravention of section 295 of the Act, or
- (f) He absents himself from three consecutive meetings of the Board of Directors, or from all meetings of the board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board: or
- (g) He becomes disqualified by any order of Court (as defined in the Act) under Section 203 of the Act; or
- (h) he is removed in pursuance of Section 284 of the Act, or .
- (i) He acts in contravention of Section 299 of the Act and by virtue of such contravention shall have been deemed under the Act to have vacated office; or
- (j) 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
- (h) He having been appointed a director by virtue of his holding office or other employment in the company, he cease to hold such office or other employment in the company.

108. Subject to the provisions of the Act a director may resign his office at any time by notice in writing addressed to company or to the board of directors.

Resignation

109. A director may become a director of any Company promoted by the Company or in which it may be interested as a vendor, share holder or other wise and subject to the provision of the Act and these Articles, on such director shall be accountable for benefits received as director or shareholder of such company.

Directors may be directors of companies promoted by Company

110. The retirement of directors by rotation and filling up of vacancies caused by such retirement shall be governed by the provisions of the Act and in particular of Section 255 thereof.

Retirement by rotation

PROCEEDING OF DIRECTORS

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| Meeting of directors | 111. The Directors shall meet together at least once in every three months and at least four such meetings shall be held in every calender year for the despatch of business and may adjourn and otherwise regulate their meetings and proceedings as they think fit. Notice of every meeting of the directors together with the agenda of the business to be transacted there at shall be given in writing by a director or such other officer of the company duly authorised in this behalf to every director whether within or outside India. Such notice shall be sent by registered air mail post or by cable so as to reach the addressee thereof in the normal course at least seven days before the date of the meeting unless all the directors agree by prior consent accorded in writing or by a cable of such meeting being held on shorter notice. Provided that where an alternate director has been appointed it shall be sufficient for purposes of this article to send notice to or obtain the consent of or such alternate director only. |
| Quorum | 112. The quorum for a meeting of the board of directors shall be one-third of their total number (any fraction in such one third being rounded off as one) or two directors, whichever is higher subject to Section 287 of the Act. |
| Adjournment of meeting for want of quorum | 113. If a meeting of Board cannot be held for want of a quorum, then the meeting shall stand adjourned to such day, time and place as the director or directors present at that time may fix. Notice of the adjournment of the meeting shall be given to all the directors in the manner prescribed under Article 111. |
| Chairman | 114. The Directors may from time to time elect one of their member to be the chairman of the board of directors and determine the period for which he is to hold office. The directors may like wise appoint a vice chairman of the Board of Directors. |
| Who to preside at the meeting of the Board | 115. All meetings of the directors shall be presided over by the chairman, if present, but if at any meeting of the directors the chairman is not present at the time appointed for holding the same, the vice chairman if present shall preside and if he be not present at such time in that case the directors shall choose one of the directors then present to preside at the meeting. |
| Question at board meeting how decided (casting vote) | 116. Questions arising at any meeting shall be decided by majority of votes, and in case of an equality of votes, the chairman of the meeting (Whether the chairman appointed by virtue of these articles or the director presiding at such meeting) shall have a second or casting vote. |
| Directors may appoint committee | 117. Subject to the provisions of sections 292 and 293 of the Act, the Directors may delegate any of their power to committees consisting of any such |

member or members of their body as they think fit, they may from time to time revoke and discharge any such committee either wholly or in part and either as to persons or purposes, but every committee so formed shall, in the exercise of powers so delegated, conform to any regulations that may from time to time be imposed on it by the directors. All acts done by any such committee in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the board. The board may from time to time fix remuneration to be paid to any member or members of their body constituting a committee appointed by the board in terms of these articles and may pay the same.

118. The meeting and proceeding of any such committee shall be governed by the provisions herein and/or in the Act contained for regulating meeting and proceeding of directors, so far as the same are applicable thereto and are not superseded by any regulation made by the directors under the last preceding article.
119. (1) Subject to the provisions of Section 289 of the Act and except those resolutions which the Act specifically requires to be passed in Board meeting, resolutions passed by circulation, without a meeting of the Board or of a committee of the board appointed under Article 117 shall subject to the provisions of sub-clause (2) hereof and of the Act be as valid and effectual as a resolution duly passed at a meeting of the Directors or of a committee duly called and held.
- (2) A resolution shall be deemed to have been duly passed by the board or by a committee thereof by circulation if the resolution has been circulated in draft together with the necessary papers if any to all the directors or to all the members of the committee at their respective addresses registered with the company and has been approved by a majority of the directors or members of the committee as are entitled to vote, on the resolution.
120. Subject to the provisions of the Act, and these Articles all acts done by any meeting of the directors or a committee of directors or by any person acting as a director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such directors or persons acting as aforesaid or that they or any of these were or was disqualified to be director.

Meeting of committee how to be governed

Resolution by circulation

Acts of board or committee valid notwithstanding defect in appointment

POWERS OF THE BOARD OF DIRECTORS

121. (i) Subject to the provisions of the Act the Board shall be entitled to exercise all such power and to do all such acts and things, as the Company is authorised to exercise and do in furtherance of its objects,

General powers

specified in the Memorandum of Association for which the Company is established, except such powers as are required by the Act or the Memorandum or Articles of Association of the Company to be exercised or done by the Company in general meeting. In exercising any such power or doing any such acts or things, the board shall be subject to the provisions contained in that behalf in the Memorandum or Articles of the Company or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in general meeting.

- (ii) No regulation made by the Company in general meeting shall invalidate any prior act of the board which would have been valid if that regulation had been made.

MANAGEMENT

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| Power to appoint whole time director and manager | 122. Subject to the provisions of Section 197 A and other applicable provisions of the Act the Company may appoint or reappoint whole-time director and manager upon such terms and conditions as it thinks fit. |
| Secretary consultants etc. | 123. (1) The Directors may appoint a secretary and a consultant and/or an advisor on such terms, at such remuneration and upon such conditions as they may think fit and the secretary or consultant or advisor so appointed may be removed by the director.

(2) A director may be appointed as a secretary and/or consultant and/or advisor. |
| Managing Director | 124. (a) Subject to Section 269 of the Act the Board may, from time to time appoint one or more of their body to be managing director or managing directors of the Company, and may from time to time, remove him from office, and appoint another in his place but his appointment shall be subject to determination ipso facto if he ceases for any cause to be a director of the Company.

(b) The board may from Subject to section 292 of the Act time to time entrust to and confer upon a Managing Director for the time being, such of the powers exercisable under these presents by the directors as it 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 it thinks expedient, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

(c) The remuneration of a managing director shall be such as may from time to time be fixed by the Board subject to the provisions of Section 198, 309 and 310 of the Act. |

- (d) The Managing director shall not while he continues to hold that office be subjected to retirement by rotation, subject to the provisions of any contract between him and the Company. He shall, however, be subjected to the provisions as to resignations and removal as the other directors of the company and he shall ipso facto and immediately cease to be a managing director, if he ceases to hold the office of the directors from any cause.

125. A Provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and the manager or secretary shall not be satisfied by its being done by or to the same person acting both as director and or in place of the manager or secretary.

THE SEAL

126. The Board shall provide a common seal for the purposes of the Company and shall have power from time to time to destroy the same & substitute a new seal in lieu thereof, and the board shall provide for the safe custody of the seal for the time being, and the seal shall never be used except by or under the authority of the board or a committee of directors.

The seal, its custody and use

127. Every deed or other instrument to which the seal of the Company is required to be affixed, shall unless the same is executed by a duly constituted attorney of the company, be signed by two directors or a director and the secretary, if any, or the person authorised by the board for the purpose provided nevertheless, that certificates of debentures may be signed by one director only or by the secretary of the company or by an attorney of the company duly authorised in this behalf and certificates of shares shall be signed as provided in Article 13.

DIVIDENDS

128. The profits of the Company, subject to special rights, if any, relating thereto created or authorised to be created by the Memorandum or these Articles, and subject to the provisions of these articles, shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively. Provided always that subject as aforesaid, any capital paid-up on a share during the period in respect of which a dividend is declared shall unless the Board otherwise determine only entitle to the holder of such share to an appointed amount of such dividend as from the date of payment.

Division of profit

129. The Company may pay dividends in proportion to the amount paid up or credited as paid up on each share, where a larger amount is paid up on some share than on other.

Dividends in proportion to amount paid up

Company in general meeting may declare a dividend	<p>130. (1) The Company in general meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and subject to the provisions of the Act, may fix the time for payment. When a dividend has been so declared the warrant in respect thereof shall be posted within forty two days from the date of declaration to the shareholder entitled to the payment of the same.</p> <p>(2) No larger dividend shall be declared than is recommended by the Directors, but the company in general meeting may declare a smaller dividend. Subject to the provisions of the Act and in particular Section 205 thereof, no dividend shall be payable except out of the profits of the year or any other undistributed profits of the Company and the declaration of the directors as to the amount of the net profits of the company shall be conclusive.</p> <p>(3) No dividend shall carry interest as against the Company.</p>
Interim dividend	<p>131. Subject to the provisions of the Act the Directors may from time to time pay to the members on account of the next forthcoming years such Interim dividends as in their judgement the position of the company justifies.</p>
Retention of dividend until completion of transfer under articles	<p>132. The Director shall transfer the amount to the unpaid dividend account being dividends payable upon shares in respect of which any person is, under Article thereof entitled to become a member, or which any person under the Article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same, such amount shall be governed by the provisions of Sec.205A of the Companies Act 1956.</p>
No member to receive dividend whilst indebted to company & company's right of reimbursement thereof	<p>133. No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any moneys may be due or owing from him to the company in respect of such shares either alone or jointly with any other person or persons, and the directors may deduct from the interest or dividend payable to any member all sums of money so due from him to the company.</p>
Unclaimed dividend	<p>134. Subject to the provisions of Sec.205 A of the companies Act the dividends unclaimed for three years after having been declared shall be transferred to the general revenue account of the Central Government.</p>
Transfer of shares must be registered	<p>135. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.</p>
Dividends how remitted	<p>136. Unless otherwise directed by any member any dividend may be paid by cheque or warrant sent through the post to the registered address of the</p>

member or person entitled or in case of joint holder to the one of them first named in Register of Members in respect of the joint holding to such person and to such address as the member or joint holder may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent and the company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto, by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means.

137. Any general meeting declaring a dividend may make a call on the members for 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 that the dividend may, if so arranged between the company and the members be set off against the calls.

Dividends and call together

138. No dividend shall be payable except in cash, provided that nothing in this article shall be deemed to prohibit the capitalisation of profits or reserves of the company for the purpose of issuing fully paid up bonus shares or satisfaction of paying up any amount for the time being unpaid on any share held by the member of the Company.

Special powers in relation to satisfaction of dividends

CAPITALISATION

139. (1) Any General Meeting may resolve that any amount standing to the credit of the Shares Premium Account or the Capital Redemption Reserve Account or any moneys, investment or other assets forming part of the undivided profits (including profits or surplus money arising from the realisation and where permitted by law, from the appreciation in value of any capital assets of the Company) standing to the credit of the general reserve or, any reserve fund or any other fund of the Company or in the hands of the Company and available for dividend may be capitalised. Any such amount (excepting the amount standing to the credit of the Shares Premium and/or the Capital Redemption Reserve Account) may be capitalised

Capitalisation

(a) by the issuing and distribution as fully paid shares of the Company, or

(b) by crediting the shares of the Company which may have been issued and are not fully paid up, with the whole or any part of the sum remaining unpaid thereon.

Provided that any Shares Premium Account and Capital Redemption Reserve Account may be applied on:

- (i) paying up unissued shares of the company to be issued to members of the Company as fully paid bonus shares;
 - (ii) in writing off the preliminary expenses of the Company;
 - (iii) in writing off the expenses of the commission paid or discount allowed on any issue of shares of the Company; of
 - (iv) in providing for the premium payable on the redemption of any redeemable preference shares of any debenture of the Company.
- (2) Such issue and distribution under Sub-clause (1) (a) above and such payment to the credit of unpaid share capital under sub-clause (1) (b) above shall be made to, among and in favour of the member or any class of them entitled thereto and in accordance with their respective rights and interest and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under sub-clause (1) (a) payment under sub-clause (1) (b) above shall be made on the footing that such member become entitled thereto as capital.
- (3) The Director shall give effect to any such resolution and apply such portion of the profit, General Reserve Fund or any other fund or account as aforesaid as may be required for the purpose of making payment in full for the shares, of the Company so distributed under sub-clause (1) (a) above or (as the case may be) for the purposes of paying, in whole or in part, amount remaining unpaid on the paid up capital under sub-clause (1) (b) above provided that no such distribution or payment shall be made unless recommended by the directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the capitalised sum.
- (4) For the purposes of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and may vest any such shares, debenture, debenture stock, bonds or other obligations in trustees upon such trusts for the persons entitled thereto as may seem expedient to the Directors and generally may make such arrangements for the acceptance, allotment, and sale of such shares; and fractional certificates or otherwise as they may think fit.
- (5) Subject to the provisions of the Act and these Articles, in case where some of the shares of the Company are fully paid and others are partly paid only such capitalisation may be effected by distribution

of further shares in respect of the fully paid shares, and/or by crediting the partly paid shares with the whole or part of unpaid liability thereon but so that as between the holders of the fully paid shares, and the partly paid shares the sum so applied in payment of such further shares and in the extinguishing or diminution of the liability on the partly paid shares shall be applied prorata in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.

- (6) When deemed requisite a proper contract shall be filed with Registrar of Companies in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the members entitled as aforesaid and such appointment shall be effective.

ACCOUNT

140. The Company shall keep proper books of accounts as required by the Act and in particular under Section 209 thereof to be kept.
141. The Directors shall, from time to time, determine whether and to what extent and at what times and place and under what condition or regulations the accounts, books and documents of the Company or any of them, shall be open to the inspection of the members, and no member (not being a Director) shall have any right of inspecting any accounts, books or document of the Company except as conferred by the statute or authorised by the Directors or by a resolution of the Company in general meeting.
142. The Board of Directors shall lay before each Annual General Meeting a duly authenticated Balance Sheet and Profit and Loss Account alongwith its Report made up in accordance with Provisions of Article 145.
143. (1) Save as provided by sub-clause (2) every Balance Sheet and every Profit and Loss Account of the Company shall be signed on behalf of the Board of Directors by its secretary, if any by not less than two Directors of the Company, one of whom shall be the Managing Director if there is any.
- (2) The Balance Sheet and the Profit and Loss Account shall be approved by the Board of Directors before they signed on behalf of the Board in accordance with the provisions of the Article and before they are submitted to Auditors for their report thereon.
144. The Profit and Loss Account shall be annexed to the Balance Sheet and Auditors Report (including the Auditors separate, Special or supplementary report, if any) shall be attached thereto.

Books of Accounts to be kept

Inspection by Members

Statement of Account to be furnished to general meeting

Authentication of Balance Sheet and Profit & Loss Account

Profit & Loss Account to be annexed and Auditor's Report to be attached to the Balance Sheet

Board's Report to be attached to the Balance Sheet

145. (1) Every Balance Sheet laid before the Company in Annual General Meeting, shall have attached to it a Report by the Board of Directors with respect to the state of the company's affairs, the amount, if any, which it proposes to carry to any reserve in such Balance Sheet, the amount, if any, which it recommends to be paid by way of dividend, and material changes and commitment, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the Report.

(2) The report, shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries, deal with any changes which have occurred during the financial year in the nature of the Company's business in the Company's subsidiaries or in the nature of the business carried on by them, and generally in the classes of business in which the Company has an interest.

(3) The Board shall also give the fullest information and explanation in its Report or in case falling under the provision to Section 222 of the Act in an addendum to the Report, on every reservation qualification or adverse remark contained in the Auditor's Report.

(4) The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorised in that behalf by the Board, and where he is not so authorised, shall be signed by such number of Directors as are required to sign the Balance Sheet and the Profit and Loss Account of the Company by virtue of sub-clause (1) of Article 142.

(5) The Board shall have the right to change any person not being a Director with the duty of seeing that the provisions of sub-clause (1) and (3) of this Article and complied with.

Accounts when audited and approved to be conclusive

146. Every Balance Sheet and Profit & Loss Account of the Company when audited and adopted by a general meeting shall be conclusive.

AUDIT

Accounts to be audited

147. Every Balance Sheet and Profit and Loss Account shall be audited by one or more auditors to be appointed as hereinafter mentioned.

Audit

148. (a) Once at least in every year, the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by the auditors of the Company.

- (b) The First auditor or auditors of the company shall be appointed by the directors within one month of the date of registration of the company and the auditor or auditors so appointed shall hold office until the conclusion of the first annual general meeting of the company. First Auditors
- (c) The company at each annual general meeting shall appoint an auditor or auditors to hold office until the next annual general meeting and their appointment, remuneration, rights and duties shall be regulated by Sections 224 to 227 of the Act. Appointments and remuneration of auditors
- (d) Where the Company has a branch office the provisions of Section 228 of the Act shall apply. Audit of the accounts of branch of the company
- (e) All notices of and other communication relating to any General Meeting of the Company with any member of the Company is entitled to have sent to him shall also be forwarded to the auditors of the company and the auditors shall be entitled to attend any general meeting and to be heard at any general meeting which he attends or any part of the business which concerns him as auditor. Right of auditors to attend general meeting
- (f) The auditors' report shall be read before the company in General Meeting and shall be open to inspection by any member of the company.

DOCUMENTS AND SERVICE OF DOCUMENTS

149. A document (which expression for the purposes shall be deemed to include and shall include any summon, notice, requisition, process, order, judgement or any other document in relation to or in the winding up of the company) may be served or sent by the company on or to any member in the manner prescribed by Section 53 of the Act. Service of document
150. Every person, 'Who by operation of law, transfer or by other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such shares which, previously to his name and address being entered on the registered shall have been duly served on or sent to the person from whom he derived his title to such shares. Members bound by documents sent to previous holders
151. All notices to be given on the part of members shall be left at or sent by registered post or under certificate of posting to the registered office of the company. Service of notice by members

How notice to be signed

152. Any notice to be given by the company shall be signed by such director or secretary or officer as the board may appoint. The signature on any notice to be given by the company may be written or printed or lithographed or be affixed by any other mechanical means.

AUTHENTICATION OF DOCUMENTS

Authentication of documents

153. Save as otherwise expressly provided in the Act or these articles, a document, documents or proceeding requiring authentication by the Company may be signed by a director or secretary or an authorised officer of the Company and need not be under its seal.

WINDING UP

Distribution of assets

154. 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 (other than the amount of calls paid in advance) at the commencement of the winding up on the shares held by them respectively, and if in a winding up of the assets available for distribution among the members 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 at the commencement of the winding up, or which ought to have been paid on the shares held by them respectively. But this clause is to be without prejudice to the right of the holders of shares issued upon special terms and condition.

Distribution in specie and kind

155. (1) If the Company shall be wound up, the Liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property, of the same kind or not.

(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 class of members.

(3) The Liquidator may with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefits of the contributories as, the Liquidator, with the like sanction, thinks fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

SECURITY CLAUSE


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| <p>156. No member shall be entitled to visit or inspect the Company's works without the permission of the Board or manager or Secretary or so acquire discovery of or any information respecting and detail of the Company's trading or any matter which is or may in the nature of a trade or secret process which may relate to the conduct of the business, of the Company and which in the opinion of the Board, it will be inexpedient in the interest of the members of the Company to communicate to the public.</p> | <p>Secretary Clause</p> |
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INDEMNITY AND RESPONSIBILITY

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| <p>157. (a) Subject to the provisions of Section 201 of the Act, every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against and it shall be duty of directors to pay out of funds of the company all costs, losses and expenses (including travelling expenses) which any such director, manager, secretary or officer or employee may incur or become liable to by reason or any contract entered into or act or deed done by him as such director, manager, secretary or officer or employee or in any way in the discharge of the duties.</p> <p>(b) Subject as aforesaid every director, manager, secretary or other officer or employee of the company shall be indemnified against any liability incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in -their or his favour or in which he is acquitted or discharged or in connection with any application under 633 of the Act in which relief is given to him by the court.</p> | <p>Director's and members, right of indemnity</p> |
| <p>158. Subject to the provision of Section 201 of the Act, no director or other officer of the company shall be liable for the acts, receipts, neglects or default of any other director or officer or for joining in any receipts or other act of conformity, or for any loss or expenses happening to the company through insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the company shall be invested, for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company, body corporate or corporation with whom any money, securities or effects shall be entrusted or deposited, or for any loss occasioned by any other loss or damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto; unless the same happen, through wilful misconduct or neglect or dishonesty.</p> | <p>Director's and other officers not responsible for acts of others</p> |

Sl. No.	Name, address, description & occupation of the subscribers	Signature of the subscriber	Number of Equity Shares taken by each subscriber	Witness with name, address description & occupation to the signature
1.	PALGHAT R. SESHADRI S/o P.S. Ramanathan 653, 11th Main Hal II Stage Indiranagar Bangalore-560 038 -Business	SD/-	51 (fifty one)	T.R. EDDY SWAMINATHAN Chartered Accountant C-64, Gokula Colony, Bangalore-560 054
2.	VISALAM SESHADRI W/o P.R. Seshadri 653, 11th Main Hal II Stage Indiranagar Bangalore-560 038 -House-Wife	SD/-	49 (forty nine)	
			100 (one hundred)	

Bangalore, Dated 12th January 1989

For Viresh Infotronics Limited

 Executive Director