

**THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES**

Memorandum of Association

Of

**SMIFS CAPITAL MARKETS LIMITED
(INCORPORATED UNDER THE COMPANIES ACT 1956)**

- I. The name of the Company is SMIFS CAPITAL MARKETS LIMITED.
- II. The Registered Office of the Company will be situated in the state of West Bengal.
- III. A. The Object for which the Company is established are:

The main objects to be pursued by the Company on its incorporation:

- 1) To act as financial consultants, merchant bankers, managers, advisers and counselors in Investment and Capital market, to act as underwriters, sub-underwriters, managers to issue, registrars to issue, transfer agents, brokers, agents, dealers guarantors, financiers, for shares, stock, bonds, units, or securities of any Government or public authority or body corporate, to manage and administer computer centers and clearing houses for securities, to form syndicates or consortia of managers, agents and purchaser and to syndicate any financial arrangement whether in India or abroad in connection with the securities, to act as foreign exchange brokers, subject to the Foreign Exchange Regulation Act and directives of Reserve Bank of India, to undertake the work of factoring of Bills and other commercial papers, and to arrange and/or co-ordinate documentation and negotiation in this regard.
- 2) To set up, incorporate and manage, provide and/or participate in providing venture capital, technology funds, under writing fund, or any other fund, including guarantee or such other financial assistance as may be conducive for development of new enterprises, to undertake the work of mobilizing short term and long term finance for corporate bodies and financial institutions, to act as administrators or managers of investment or funds.

provident funds pension funds, gratuity funds, superannuation funds, and charitable funds, to identify projects, to prepare project profiles, project reports, market research, feasibility studies and reports, pre-investment studies, to undertake appropriate service to identify scope or potential for economic and industrial development in any area or location in India or abroad.

- 3) To carry on the business as Share and Stock Brokers by taking up membership of any recognized Stock Exchange (s) and to do such activities as are permitted under the Securities Contracts (Regulation) Act, 1956 and Rules framed there under as well as the Rules, Bye-Laws and Regulations of the Stock Exchange(s) and to deal in Securities as defined in the Securities Contracts(Regulation) Act, 1956 which include shares, scripts, stocks bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate; Government Securities; such other instruments as may be declared by the Central Government to be securities; and rights or interest in securities; to assist, control, and negotiate loans and underwriting contracts, to act as transfer agents and registrar to the issues.
- 4) To carry on the business and activities of 'International Money Market, Finance and Management' services other than as defined under the Banking Regulations Act, 1949 and any statutory modifications thereof in India and anywhere else in the world and to trade in National and International Money Markets, including but not restricted to International Eurocurrency Markets (Money Markets), Foreign Exchange Markets, Deposit Markets, Discount Markets Guarantee and Securities Markets, unlisted securities markets(UMS), Swap and Arbitrage Markets, Option Markets, Certificate of Deposit Markets, Inter Bank Markets, Stock Exchange Market and London International Financial Future Exchange (LIFFE pronounced as LIFE) Markets at International/banking/Capital/Financial Centers such as Los Angles, London, New York, Tokyo etc.
- 5) To invest in and acquire, sell, transfer, subscribe, hold, dispose of and otherwise deal in shares, stock, debentures, bonds and securities issued or guaranteed by and Company constituted or carrying on business in India or elsewhere and debentures, debenture stocks, Bonds and securities issued or guaranteed by any Company constituted or carrying on business in India or elsewhere, to lend and advance money to industrial enterprise in particular and to such persons, firms, companies, institutions and upon such terms and subject to such conditions as may seem expedient.

B. Matters which are necessary for furtherance of the objects specified in clause III (A) are:

- 1) To execute and to carry out agreements of sole agency or other similar agreements and to appoint sub-agents or distributing agents in connection with the business of the Company subject to the provision of the Act.
 - 2) To discount bills, to advance moneys on the security of goods lying with or under the control of the Company, to receive goods for safe custody or on consignment basis and to do all other acts that may be useful or necessary in order to market the same.
- 3) To undertake, to sell or purchase or to keep in deposit or under any other terms, goods, articles, merchandise properties of any kind and to dispose of the same according to the direction of the customer or according to the usage of the trade.
- 4) To apply, to purchase or otherwise acquire and protect, prolong and renew, whether in India or elsewhere any patent, patent right, brevets' invention, trade mark, design, license, protection, connection and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, manufacture or grant licenses or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.
- 5) To establish, subsidize, promote and assist companies, syndicates, and firms carrying on business similar to those of this Company and to acquire and dispose of Shares and interest in such companies.
- 6) To enter into pooling or other arrangement with persons or companies in such manner as may be lawful and for such period as may be expedient to further the interest of the Company.
- 7) To form, incorporate or promote any company or companies whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the of the assets or development of the Company or any other object or objects which, in the opinion of the company, could or might, directly or indirectly, assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs

and expenses incurred in connection with any such promotion or incorporation and to remunerate any person, firm or company in any manner it shall think fit for services rendered or to be rendered.

- 8) To purchase or otherwise and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company, carrying on or proposing to carry 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, or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the company and to purchase, acquire, sell and deal in properties, shares, stocks, debentures of any such person, firm or company and to conduct, make or to carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.
- 9) To procure the registration or incorporation or recognition of the Company in/or under the laws of any place outside India.
- 10) To sell, exchange, manage, mortgage, let on lease royalty or tribute, to grant licenses, easements, options and other rights over and deal in any other manner with or Dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stock, shares, whether fully or partly or paid-up or securities of any other company.
- 11) To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuating funds for the benefit of , and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to persons who are or were at any time in the employment or service of the Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time the Directors or officers of the Company or of any such of other company as aforesaid and the wives, widows, families and dependants of any such person and also establish and subsidies and subscribe and donate to any institution, association, club or fund calculated to benefit or to advance the interest and well being of the company or of any such other company as aforesaid and make payments for or towards medical relief or the insurance of any such person as .aforesaid and for any of the matters aforesaid either alone or in conjunction with any such other companies aforesaid.

- 12) To pay out of the funds of the Company all expenses which the Company may lawfully pay with regard to the formation and registration of the Company.
- 13) To adopt such means of making known the business, products and properties of the Company as may seem expedient and in particular by advertisement in the press or over the radio and Television, by circulars and posters and by publication of books or periodicals or through any other publicity media and by granting prizes, rewards and donations.
- 14) To enter into agreements and contracts with Indian and Foreign individuals, firms, companies, or any other organization for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
- 15) Subject to the provisions of Section 230 of the Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits or into any union of interests, joint adventure, reciprocal concession or co-operation with any person or persons or any Governmental authorities or company or companies carrying on or engaged in or about to carry on or engaged in or being authorized to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in or any business or transaction capable being conducted so as directly or indirectly to benefit this Company.
- 16) To guarantee the performance of the obligations of and the payment of interest on any stock, share or security of any company, corporation, firm or person in any case in which such guarantee may be considered likely, directly or indirectly, to further the objects as the Company or the interest of its shareholders.
- 17) To guarantee the payment of money unsecured or secured, by or payable under or in respect of promissory notes, bonds, debentures, contracts, mortgages, charge, obligations, instruments and securities of any company or of any person whomsoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contract or obligation.
- 18) i) To acquire by lease, purchase, to develop and turn to account any land which is acquired by the Company or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, framing, cultivating, letting on building, collect rents and income, leasing

or building agreements of all kinds with builders, tenants and others.

- ii) To erect upon any land and property held or which may be hereafter purchased or leased or rented or acquired by the Company, such mills, factories, buildings, houses and erections as may be conveniently carried on and to purchase and put into working order such plants and machineries as may from time to time be required for arriving on any business.
- 19) To provide for the welfare of Directors, or employees, or the ex-employees of the Company, or its predecessors in business and the wives, widows and families or the dependants or connections of such persons by building or contributing to the building of houses or dwellings quarters or by grants of money, pensions, gratuities, allowances, bonuses profit-sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, funds profit sharing or other schemes, or trusts and by providing or subscribing or contributing towards places of instruction and recreations, hospitals and dispensaries, medical attendance and other assistance as the Company shall think fit.
- 20) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the company or its employees or may be connected with any town or place where the Company carries on business to give pensions, gratuities or charitable aids to persons who may have been Directors of or who may have served the Company or to the wives, children or other relatives or dependants of such persons, to contribute to provident and benefit funds for the benefit of such persons, or of their wives, children or other relatives or dependants, but not intended to serve, any political cause or purpose.
- 21) To design, build construct, alter, improve, maintain, enlarge, develop, pull down, remove, repair or replace and to work, manage, lay out and control any building, office, factory, furnace, kiln, mill, shop store roadway bridge, reservoir, ware-house, water work, park, garden and other work & convenience including construction & exhibition of cinema, which may seem calculated directly or indirectly to advance the Company's interest and to contribute, subsidies or otherwise assist or take part in the construction, improvement, maintenance working management, carrying out of (multi-storied) buildings and to sell or otherwise dispose off the same on ownership or installment basis.

- 22) To indemnify Members, Officers, Directors, Agents and servant of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company for any loss, damage or misfortune whatsoever which shall happen in the execution of their duties or their offices or by relation thereto.
- 23) To aid pecuniarily or otherwise, any association, body or movement having for its objects the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
- 24) To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
- 25) To act as agent of , or enter into any arrangement with the Government of India, or any State Government, or with any authority, Municipal, or local, railways, transport or shipping companies or otherwise or other person, that may seem conducive to the company's objects or any of them, and to obtain from such Government or Authority, railways or companies or other persons, any right, privilege and concession which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangement, right, privilege and concession.
- 26) In the event of winding up, to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of Capital be made except with the sanction, if any, for the time being required by law.
- 27) Generally to do or perform all such other acts and things as may in the opinion of the Company be incidental or conducive to the attainment of the above objects or any of them.
- 28) To establish, maintain and conduct or discontinue or close agencies and branches and appoint representatives in any part of the world for the conduct of the business of the Company.
- 29) To carry on or invest in the business of Cinematographic trade and industry and all its kindered trade and business and in particular to carry on the business as properties, managers and/or owners, lessees of studios, theatres, palaces and halls, cinematographic shows and exhibitions and other entertainment, artistic musical or otherwise in any palace or places used or which can be used for the purpose of requiring, maintaining and producing cinema films and generally to carry on the business as exhibitors distributors, producers, directors, processors, developers, technicians, impressories, manufacturers,

exporters, importers, whole sellers, retailers and dealers in cinematographic films, talkies, movies, picture, cinema scopes, three-dimensional or Technicolor raw films and materials, instruments, apparatuses, appliances, machineries, equipments, fixtures, fittings and other materials necessary or requisite for the production and/or exhibition of cinema films or talkies or stage-plays or pictures.

- 30) To carry on business and to work as merchants, traders, commission agents, guarantors, brokers, contractors, order suppliers, selling agents, engineers, mechanics, exporters, importers, manufactures, dealers and workers in all kinds of goods and merchandise, raw or manufactured of any description, quality, kind and variety whatsoever in which the Company is authorized to carry on business.
- 31) To purchase, sell, import, export, speculate and deal in food and other grains, seeds of all kinds, country produce, flex, hemp, jute and jute products, bullion and specie, chemicals, pharmaceuticals, medicinal, perfumery and toilet preparations, salt, shellac, glassware, musical goods, apparatuses and instruments, clocks, watches and accessories thereof, umbrella ribs and other fittings, sugar, provision ,oils, paints, varnishes electrical goods and machineries, plants, other equipment and fittings photographic and scientific materials, timber wood and their products.
- 32) To carry on the business of manufactures, exporters, importers, sellers, buyers and/or dealers in rubber, synthetic rubber, vulcanizing materials, rubber tubes, tyres, films, moulded goods from rubber, hygienic goods made of rubber and latex, other rubber products, transmission belts and conveyors, rubber containers, bottles and rubber lined vessels, toys and other allied goods, leather, cloth, dress preservers, dress linings, umbrellas, waterproof goods and all kinds of articles made therefrom.
- 33) To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers of and dealers in all kinds of yarn, nylon, polyester, acrylic, rayon, silk, artificial silk, lien cotton wool, jute and any other fiber fibrous material whether synthetic, artificial or natural, textile substances, allied products, by-product and substitutes for all or any of them and to treat and utilize any waster arising from any such manufacture, product or process whether carried on by the Company or otherwise.
- 34) To carry on the business of manufacturers, assemblers, merchants and agents of and dealers in duplicating machines, franking machines, addressing machines, various other types of office machines, systems, furniture, partitioning and other allied equipment.

- 35) To acquire by purchase, lease, exchange or otherwise and to carry on the business of cultivators, manufacturers exporters, importers, buyers and sellers of Tea and Coffee and any produce and any other mercantile business connected therewith or conducive thereto.
- 36) To carry on the business of manufacturers, dealers, importers, exporters and traders in card boards, packing materials, packing, wrappers, wrapping, linings, coverings of all materials including cloth, plastic materials and bakelite and all other substitutes whether synthetic or not for any of the materials aforesaid and all articles and things made or constructed wholly or partly from any of the materials aforesaid including the manufacture of containers, boxes, pails, canisters, trunks, suitcase, traveling cases and requisities, toys, games, sport and athletics and recreational requisities of all kinds.
- 37) To carry on the business of engineers, whether general, consulting, mechanical, electrical, structural, marine, civil constructional or otherwise general contractors, importers and exporters of and dealers in plant & machinery, articles, property and things of all kinds including, ores, metals and hardware in which the Company is authorized to carry on business.
- 38) To carry on the business of manufactures, importers & exporters of dyes, chemicals and any other item connected with the chemical industries.
- 39) To carry on the business of manufacturers of cement, lime plasters, whiting, claygrevel, sand marbles, earth, coke, fuel, artificial stones and builders requisites and conveniences of all kinds.
- 40) To carry on industry of saw mills, rice mills, sugar mills, jute mills, cotton mills, glass works, pottery, iron works, plastic works and cottage industries of any and every description and in connection therewith to acquire, work, construct, establish, operate and maintain mills, factories, workshops.
- 41) To carry on the business as store-keepers, contractors and suppliers of stores and merchandise of all kinds to Governments, public departments, public and private corporations, firms and persons, in which the Company is authorized to carry on business.
- 42) To carry on the business of electrical and motor engineers and contractors, manufactures of and dealers in railway and tramway apparatus and requirements and telegraphic & wireless apparatus & requirements, dynamos, motors, accumulators and all kinds of electrical machines, appliances and devices whatsoever.
- 43) To carry on the business of an Electric Company in all its branches and in particular to lay down, construct and carry out all necessary cables, wires, lines, accumulators, lamps and works to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motive power or

otherwise and to carry on the business of mechanical engineers, electricians and manufacturers of an dealers in all apparatuses and things required for or capable of being used in connection with such business as may, conveniently be carried on with the main business of the company.

- 44) To carry on the business of carries by land, water and let on hire or on character and to carry on the business of carries by inland rivers, canals or otherwise and to purchase, acquire, hire or to take on charter, boats, launches, tugs, steamships and other vessels for carrying cargo, as may, conveniently be carried on with the main business of the Company.
- 45) To carry on the business of leasing and hire purchase finance and finance and to provide on lease or on hire purchase all types of industrial and office plant, equipment, machinery, vehicles and buildings, household appliances and equipment(including imported goods).
- 46) To establish, undertake, acquire, manage and carry on the business as agents, manufactures, dealers, importers, exporters and traders in all kinds of paper including straw papers, card boards, hard boards, straw boards, paper boards, mill boards, paper pulp, wood pulp, bamboo pulp and all other products goods and substances connected therewith.
- 47) To manufacture and deal in cold-storage plants and refrigerators and act as cold stores.
- 48) To carry on the business of forestry and forest products of all kinds and to manufacture and deal in all kinds off articles made out of such products.
- 49) To carry on any trade or business of any kind whether manufacturing, commercial, financial, industrial or otherwise in which the Company is authorized to carry on the business in any part of the world.
- 50) To carry on all or any of the business of printers, stationers, lithographers, type-founders, stereotypers, electrotyperts, photographic tin printers, photo lithographers, chromolithographers, die-sinkers, engravers, book binders, designers, draughtsmen, advertising agents and dealers in or manufacturers of any other article or thing of a character similar to or analogous to the foregoing or any of them or connected therewith.
- 51) To manufacture type, block or other material capable of being used in printing and allied machines and sell, purchase or deal in all such materials or manufactured articles.
- 52) To carry on the business of picture frames and dealers in pictures of all kinds.
- 53) To buy, sell, let on hire or in hire or in hire purchase system radio sets, loud speakers and other publicity materials required for advertising media.

- 54) To manufacture, deal, distribute, repair and otherwise, deal in publicity apparatus, works and other merchandise connected thereto. And it is hereby declared that the word “company” save when used in reference to this Company, in this clause, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, whether domiciled in India or elsewhere.
- 55) To engage in the business of construction, investment in real estate, engage in purchase, trading of land, building, owning, buying, selling, developing, hiring, letting, sub-letting, leasing, sub-leasing, surrendering, accepting, lease, tenancy or sub-tenancy, maintaining, allotting, transferring, allotment, administering, exchanging, mortgaging, accepting mortgage, renting, construction, re-construction, re-pair, extend, alter, land, estates, buildings, tenements, blocks, flats, apartments, offices, godowns, garages, building sites, purchase, hold stock, sell materials or trade in construction materials, building accessories, electrical, sanitary, plumbing other fixtures, fittings, equipments, plant, machinery, tools, appliances including household goods and decoration materials, act, deal jointly with other builders or developers for development of real estate being residential, commercial complexes including offices, malls, townships, roads, bridges, act as contractors, engineers, architects, draughtsman, generally deal in immovable property of all description, tenure by purchase and sale or otherwise, purchase for investment, re-sale, traffic in land, house, other property of any tenure, interest, create, set, deal in freehold and leasehold ground activity, rent, make advances upon the security of land, house, other property, any interest therein, generally deal by way of sale, lease, exchange or otherwise in land, house property, other property whether real, personal, purchase or otherwise acquire, sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of, assign, deal with property, rights of all kinds, book debts, business concerns, acquiring any right, title, interest in any agreement, claim in any pending suit, action, act as contractor, sub-contractor in the field of civil, mechanical, electrical, electronic and other activities related to construction including liaison .

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (ten) each and 20,00,000 (Twenty lacs) preference Shares of Rs. 100/- (Hundred) each with the rights, privileges and conditions attaching thereto as are provided by the regulation of the Company for the time being, with power to increase or reduce the capital of the Company and to divide the Capital for the time being into such several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such right, privilege or condition in such manner as may for the time being, be provided by the regulations of the Company subject to the Companies Act, 2013.

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

Names, Address, Description of Subscriber	Number of Equity shares be taken by each subscriber	Names Address and Description of witness
1. Sd/- Raj kumar Agarwal W/o Sagarmal Agarwal 1-A, Free School Street Calcutta-16 (Business)	100 (One Hundred Only)	Witness to all signatories: Sd/- Miss Sima Nandi D/o Shri Prithish Chandra Nandi 5, Gokul Boral Street Calcutta-700012 (Service)
2. Sd/- Sagarmal Gupta S/o Rameshwar Lal Gupta 1-A, Free School Street Calcutta-16 (Business)	100 (One Hundred Only)	
3. Sd/- Rameshwar Lal Marwari S/o Late Jamuna Lal Marwari 1-A, Free School Street Calcutta-16 (Business)	100 (One Hundred Only)	
4. Sd/- Surajmal Agarwal S/o Late Jamuna Lal Agarwal 1-A, Free School Street Calcutta-16 (Business)	100 (One Hundred Only)	
5. Sd/- Narayan Devi W/o Surajmal Agarwal 35/1 Belgachia Road Calcutta-38 (Business)	100 (One Hundred Only)	
6. Sd/- Leela Murjani D/o Late G.G. Murjani 1, Balaram Dey Street Calcutta-16 (Service)	100 (One Hundred Only)	
7. Sd/- S.D. Shah S/o Devchand Raichand Shah 9/D, Amrapali 40/2, D.H. Road Calcutta-27 (Service)	100 (One Hundred Only)	
Total	700 (One Hundred Only)	

Dated: 11th day of April, 1983

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

Articles of Association

Of

**SMIFS CAPITAL MARKETS LIMITED
(INCORPORATED UNDER THE COMPANIES ACT 1956)**

Preliminary

1. Subject as hereinafter provided the Regulations contained in Table “F” in the Schedule I to the Companies Act, 2013 shall apply to the Company.

Interpretation

- I. (1) In these regulations:—
- (a) “Company means SMIFS CAPITAL MARKETS LIMITED
 - (b) “Office” means the Registered Office of the Company.
 - (c) “Act” means the Companies Act, 2013, and any statutory modification thereof.
 - (d) “Seal” means the Common Seal of the Company.
 - (e) “Director” means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.
- (2) Unless the context otherwise requires, words or expressions contained in these Articles shall be the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of

subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be

provided,—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

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

5 (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

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

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

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

(ii) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

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

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to

any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

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

27. In case of a One Person Company—

(i) on the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;

(ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;

(iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

Forfeiture of shares

28. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

29. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect

31. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

33 (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

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

Alteration of capital

35. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

36. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock,—

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

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

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

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

Capitalisation of profits

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

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

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

44 (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

45 . The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the

members present shall choose one of their members to be Chairperson of the meeting.

48 . In case of a One Person Company—

(i) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the member;

(iii) the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

49 . (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

56. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

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

Board of Directors

60. The number of the directors and the names of the first directors shall be determined in

writing by the subscribers of the memorandum or a majority of them. The First Directors of the Company are the following persons:

- (a) Sri Surajmal Agarwal
- (b) Smt. Rajkumari Agarwal
- (c) Miss Leela Murjani

61. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section) make and vary such regulations as it may think fit respecting the keeping of any such register.

64. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

66. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

67. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

68. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

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

70. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

72 . (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

73. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were

disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

76 In case of a One Person Company—

(i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the director;

(iii) the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

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

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

The Seal

79. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those

two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

82. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

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

83. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

85. (i) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

88. No dividend shall bear interest against the company.

Accounts

89. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) 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.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

91 . Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of these **Articles of Association** of respectively agree to take the number of shares in the capital of the Company set opposite to our respective names :

Names, Address, Description of Subscriber	Number of Equity shares be taken by each subscriber	Names Address and Description of witness
1. Sd/- Raj kumar Agarwal W/o Sagarmal Agarwal 1-A, Free School Street Calcutta-16 (Business)	100 (One Hundred Only)	Witness to all signatories: Sd/- Miss Sima Nandi D/o Shri Pritish Chandra Nandi 5, Gokul Boral Street Calcutta-700012 (Service)
2. Sd/- Sagarmal Gupta S/o Rameshwar Lal Gupta 1-A, Free School Street Calcutta-16 (Business)	100 (One Hundred Only)	
3. Sd/- Rameshwar Lal Marwari S/o Late Jamuna Lal Marwari 1-A, Free School Street Calcutta-16 (Business)	100 (One Hundred Only)	
4. Sd/- Surajmal Agarwal S/o Late Jamuna Lal Agarwal 1-A, Free School Street Calcutta-16 (Business)	100 (One Hundred Only)	
5. Sd/- Narayan Devi W/o Surajmal Agarwal 35/1 Belgachia Road Calcutta-38 (Business)	100 (One Hundred Only)	
6. Sd/- Leela Murjani D/o Late G.G. Murjani 1, Balaram Dey Street Calcutta-16 (Service)	100 (One Hundred Only)	
7. Sd/- S.D. Shah S/o Devchand Raichand Shah 9/D, Amrapali 40/2, D.H. Road Calcutta-27 (Service)	100 (One Hundred Only)	
Total	700 (One Hundred Only)	

Dated: 11th day of April, 1983